

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
597	ACP	E-mail and attachments	8/16/2002	Gerard, Nicole	kastind@rspbab.com mor@caravallocapital.com crauth@gibsondunn.com thart@gibsondunn.com jalyne@gibsondunn.com jmoloney@gibsondunn.com ac@cappeikocorp.com lq@cappeikocorp.com rd@cappeikocorp.com	kipp.orme@northwestern.com eric.jacobsen@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Tyras, Jonathan C.	NOR - Securities Purchase Agreement
598	ACP	E-mail and attachments	8/19/2002	Kastin, David M.	thomaspollock@paulhastings.com Gerard, Nicole thart@gibsondunn.com Rob Deutschman kipp.orme@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com;	irving, Euclid A.; Pollock, Thomas R.; Voytek, Michael; Saks, Scott R.; Tyras, Jonathan C.; Schwartz, Melissa C.	Going Flat* Under the Credit Agreement*
599	ACP/AWP	E-mail and Attachment	8/30/2002	Schum, Roger	Orme, Kipp Jacobsen, Eric Wyche, Paul	scottkline@paulhastings.com	NOR
600	ACP	E-mail	9/8/2002	Pollock, Thomas R.	eric.jacobsen@northwestern.com kipp.orme@northwestern.com		S-4 News Release
601	ACP	E-mail and attachment	9/9/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		FW: Nor302 Certification
602	ACP	E-mail	9/9/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitzer, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C.		NOR Form 10-K/A
603	ACP	E-mail and attachment	9/9/2002	Jacobsen, Eric	Fornash, Barbara		NOR 10-K/A circle up
604	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com; eric.jacobsen@northwestern.com; mike.nieman@northwestern.com; kurt.whitesel@northwestern.com; Pollock, Thomas R.; Schwitzer, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Hyland, Richard; Orme, Kipp	NorthWestern March 31, 2002 Form 10-Q/A
605							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject	
606	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	kipp.ome@northwestern.com eric.jacobsen@northwestern.com mike.neiman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitter, William F. Zuppone, Michael	Saks, Scott R. Kline, Scott C.	NCR June 30, 2002 Form 10-Q/A	
607	ACP	E-mail and attachment	9/10/2002	Tyras, Jonathan C.	kipp.ome@northwestern.com	Saks, Scott R. Kline, Scott C.	Revised SEC Transmittal Letter	
608	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	kipp.ome@northwestern.com	Saks, Scott R. Kline, Scott C.	Final response letter	
609	ACP	E-mail and attachment	9/10/2002	Jacobsen, Eric	Orme, Kipp Wyche, Paul	Saks, Scott R. Kline, Scott C.	R.E. S-4 News Release [includes PHJW language]	
610	ACP	E-mail	9/12/2002	Schrum, Roger	Orme, Kipp Jacobsen, Eric Whitesel, Kurt Wyche, Paul	Saks, Scott R. Kline, Scott C.	scottkline@paulhastings.com	
611	ACP	E-mail and attachments	9/14/2002	Tyras, Jonathan C.	kipp.ome@northwestern.com; eric.jacobsen@northwestern.com; mike.neiman@northwestern.com; kurt.whitesel@northwestern.com; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; carends@deloitte.com; spolacek@deloitte.com; chhoffman@deloitte.com	Saks, Scott R. Kline, Scott C.	Updated Draft of S-4 News Release [requests comments from PHJW]	
612	ACP	E-mail and attachments	9/16/2002	Tyras, Jonathan C.	kipp.ome@northwestern.com; eric.jacobsen@northwestern.com; mike.neiman@northwestern.com; kurt.whitesel@northwestern.com; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Saks, Scott R. Kline, Scott C.	chhoffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	
613	ACP	E-mail	9/18/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com kipp.ome@northwestern.com kurt.whitesel@northwestern.com mike.neiman@northwestern.com chhoffman@deloitte.com spolacek@deloitte.com carends@deloitte.com	Pollock, Thomas R. Pantzia, Charles A. Schwitter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. Pellegrino, Jeffrey	scottkline@paulhastings.com	Form 10-Q/A for March 31, 2002 [PHJW edits]
614	ACP	E-mail and attachment	9/19/2002	Schnur, Roger	Orme, Kipp Jacobsen, Eric scottkline@paulhastings.com	Wyche, Paul	Exchange Offer	
615	ACP	E-mail and attachment	9/19/2002	Schnur, Roger	Orme, Kipp Jacobsen, Eric Wyche, Paul	scottkline@paulhastings.com	Draft Re-Audit Release [PHJW comments requested]	
							Revised Re-Audit Release [PHJW comments requested]	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
616	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. choffman@deloitte.com spotacek@deloitte.com carends@deloitte.com		Form 10-Q/A for March 31, 2002
617	ACP	E-mail and attachments	9/19/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com eric.jacobsen@northwestern.com mike.nieman@northwestern.com kurt.whitesel@northwestern.com Pollock, Thomas R. Schwitter, William F. Zuppone, Michael Saks, Scott R. Kline, Scott C. choffman@deloitte.com spotacek@deloitte.com carends@deloitte.com		
618	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Whitesel, Kurt; Pollock, Steve; Arends, Craig		
619	ACP	E-mail and attachment	9/19/2002	Schnur, Roger	Orme, Kipp; Jacobsen, Eric		
620	ACP	E-mail	9/19/2002	Kline, Scott C.	Zuppone, Michael; Whitesel, Kurt; Orme, Kipp; Arends, Craig		
621	ACP	E-mail and attachment	9/20/2002	Bonventre, Joseph S.	Kline, Scott C.		
622	ACP	E-mail and attachment	9/20/2002	Tyras, Jonathan C.	Orme, Kipp; Hoffmann, Cliff; Polacek, Steve		
623	ACP	E-mail	9/20/2002	Kline, Scott C.	Eric Jacobson; Kipp, Orme; Patrizia, Charles A.; Pollock, Thomas R.; Alan Dietrich		
624	ACP	E-mail and attachment	9/20/2002	Schnur, Roger	Kline, Scott		
625	ACP	E-mail and attachment	9/21/2002	Tyras, Jonathan C.	Orme, Kipp		
626	ACP	E-mail and attachment	9/27/2002	Schnur, Roger	Orme, Kipp; Jacobsen, Eric		
627	ACP	E-mail and attachment	10/2/2002	Whitesel, Kurt	Lewis, Merle		
628	ACP	E-mail and attachment	10/8/2002	Comby, Kevin	Jacobsen, Eric; Orme, Kipp		
629	ACP	E-mail and attachments	10/13/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul		
					Comby, Kevin; Pollock, Thomas R.		Northwestern Corporation - Draft Commitment
					Documents		

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
630	ACP	E-mail and attachments	10/16/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.;	Northwestern Corporation - Revised Commitment
631	ACP	E-mail and attachment	10/17/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; cthompson@bear.com	Conboy, Kevin; Pollock, Thomas R.;	Northwestern Corporation - Commitment Documents
					Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marion, Michael; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Neiman, Michael; Whitesel, Kurt; Nolander, Jan; Van Camp, John; Kovash, Keith; Ruffato, Steve; Thompson, Leslie; Dyre, Irving; Euclid A.; Knapp, Tom; Patrizia, Charles A.; Hong, Jennifer L.; Schaffenberg, William P.; Rushion, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Ornn; Bayeat, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gilau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott C.; Gerard, Nicole; Alterelli, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Conboy, Kevin; Pollock, Thomas R.; Irving, Euclid A.; Knapp, Tom; Voytek, Michael	Revised Time and Responsibility Checklist
632	ACP	E-mail	10/21/2002	Schrum, Roger	nicolegerard@paulhastings.com; jacobsen, Eric; Young, Michael; Lopach, Dennis; Knapp, Tom	Orme, Kipp	Going Flat Draft Release
633	ACP	E-mail and attachments	10/22/2002	Tribble, Kimberly (Kim) S.	Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marion, Michael; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Neiman, Michael; Whitesel, Kurt; Nolander, Jan; Van Camp, John; Kovash, Keith; Ruffato, Steve; Thompson, Leslie; Dyre, Irving; Euclid A.; Knapp, Tom; Patrizia, Charles A.; Hong, Jennifer L.; Schaffenberg, William P.; Rushion, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Ornn; Bayeat, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gilau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott C.; Gerard, Nicole; Alterelli, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Voytek, Michael; Levin, Janice E.	NorthWestern Restructuring of NorthWestern Energy [Attachments marked by PHdW]
634	ACP	E-mail and attachments	10/31/2002	Whitesel, Kurt	Orme, Kipp		FW: Disclosure Policy [PHdW version]
635	ACP	E-mail and attachment	11/5/2002	Nieman, Michael L	Orme, Kipp; Conboy, Kevin		RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
636	ACP	E-mail and attachments	11/7/2002	Tyras, Jonathan C.	Orme, Kipp		FW: 8K
637	ACP	E-mail and attachments	11/12/2002	Whitesel, Kurt	Tyras, Jonathan C.; Arends, Craig; Humbert, Suzanne M.; Pollock, Thomas; Kline, Scott; Saks, Scott; Polack, Steven	Orme, Kipp; Jacobsen, Eric; Giese, Deborah; Kiewer, Kendall; Rander, Paula; Nieman, Michael L; Schrum, Roger	Revised 10Q Draft [PHdW comments]
638	ACP	E-mail and attachments	11/12/2002	Nieman, Michael L	Orme, Kipp; Whitesel, Kurt; Ng, Emilie; Conboy, Kevin	Jacobsen, Eric	CSFB - Q3 compliance draft [Kevin Conboy comments]
639	ACP	E-mail and attachments	11/13/2002	Jacobsen, Eric	Kline, Scott C.		RE: NOR Third Quarter 10Q draft
640	ACP	E-mail and attachments	11/13/2002	Ng, Emilie	Kline, Scott C.	Orme, Kipp	Ratings Confirmation [Attachments are PHdW drafts]
641	ACP	E-mail and attachments	11/13/2002	Kevin Rose		Orme, Kipp	Energy Subcommittee Comments
642	ACP	E-mail and attachment	11/13/2002	Young, Michael	Jacobsen, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
643	ACP	E-mail and attachments	11/14/2002	Gerard, Nicole	Orme, Kipp	Jacobsen, Eric; Smook, Karen; Dietrich, Alan; Schum, Roger; Kline, Scott C.	Going Flat Filing [attachments are PHJW drafts]
644	ACP	E-mail and attachment	11/18/2002	McCarrick, James	Knapp, Thomas; Hanson, Michael; Nieman, Michael	Irving, Euclid A.; Sachs, Orrin; Voytek, Michael; Kipp, Orme	Redraft of Hanson letter
645	ACP	E-mail and attachments	11/18/2002	Jacobsen, Eric	Schum, Roger; Hanson, Mike; Orme, Kipp		Flat Release [legal advice from Eric Jacobsen]
646	ACP	E-mail and attachments	11/19/2002	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen; Whitesel, Kurt	NorthWestern 10-QA
647	ACP	E-mail and attachments	11/20/2002	Jacobsen, Eric	Schum, Roger	Orme, Kipp	FW: Going Flat [PHJW comments]
648	ACP	E-mail and attachment	11/22/2002	Pollock, Thomas R.	Orme, Kipp	Kraupp, Tom	RE: NorthWestern Letter
649	ACP	E-mail and attachment	11/27/2002	Sachs, Orrin	Ng, Emilie	Kipp, Orme; Tom Kraupp; Irving, Euclid A.; Voytek, Michael	RE: BULLETIN: Northwestern Corp. Restructures Subsidiary NorthWestern tem E! Energy LLC
650	ACP	E-mail and attachment	12/8/2002	Jacobsen, Eric	Thomas R. Pollock	Hyland, Richard	PR Release
651	ACP	E-mail	12/10/2002	Jacobsen, Eric	Bruce I. Smith; Jerry W. Johnson; Larry F. Ness	Schum, Roger	
652	ACP	E-mail and attachment	12/11/2002	Schum, Roger	Orme, Kipp	Gary G. Drost; Randy G. Daoy; Marilyn Seymann; Lewis, Merle; Hyland, Richard; Orme, Kipp; Thomas R. Pollock	Audit Comm. Review of Expanets issues
653	ACP	E-mail and attachments	1/6/2003	Tyras, Jonathan C.	Orme, Kipp		FW: Facsimile Transmittal Sheet (redacted and produced at MOR481067)
654	ACP	E-mail and attachment	1/22/2003	Conroy, Kevin	Jacobsen, Eric; Orme, Kipp; Dietrich, Alan; Upach, Dennis; Nieman, Michael; Whitesel, Kurt; Manion, Mike; Staudinger, Gary	Kahn, Marguerite R.; Pollock, Thomas R.; Sachs, Orrin; Litman, Scott	Form 8-K
655	ACP	E-mail and attachment	1/27/2003	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen	8-K for MPSC press release
656	ACP	E-mail and attachment	1/29/2003	Kraupp, Tom	Whitesel, Kurt	Orme, Kipp	RE: Draft Valuation Report - MP LLC
657	ACP	E-mail and attachments	2/3/2003	Jacobsen, Eric	Conroy, Kevin; Schwartz, Melissa	Orme, Kipp	FW: NorthWestern - Side Letter regarding Compliance with MPSC Order
658	ACP	E-mail and attachment	2/4/2003	Vancamp, John	Orme, Kipp; Jacobsen, Eric; Kraupp, Tom	Nieman, Michael L	FW: LLC (discussion with Tom Kraupp and Eric Jacobsen re legal implication of winding down LLC)
659	ACP	E-mail and attachment	2/7/2003	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp		Draft of 8-K for closing
660	ACP	E-mail and attachments	2/10/2003	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp	Smook, Karen	Finalized 8-K
661	ACP	E-mail and attachments	2/14/2003	Tyras, Jonathan C.	Greese, Deborah	Kline, Scott C.; Pollock, Thomas R.; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Randen, Paula; Smook, Karen; Nieman, Mike	Markup to latest draft of 10-K
662	ACP	E-mail and attachments	2/19/2003	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric	Pollock, Thomas R.	Form 8-K for press release

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
663	ACP	E-mail and attachments	9/20/2002	Tyras, Jonathan C.	Gerard, Nicole Forniash, Barbara; Orme, Kipp; Jacobsen, Eric; Smook, Karen	Pollock, Thomas R.	RE: Checklist for certifications
664	ACP	E-mail and attachment	3/12/2002	Saks, Scott R.	Orme, Kipp	Pollock, Thomas R.; Schwitter, William F.; As filed Form 10-Q/A x 2 & Form 10-K/A	FN: NorthWestern Supplemental Indenture
665	ACP	E-mail and attachment	12/13/2001	Tyras, Jonathan C.	Orme, Kipp	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	FN: NorthWestern Supplemental Indenture
666	ACP	E-mail and attachment	5/10/2002	Orme, Kipp	Orme, Kipp	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: Form B-K/A
667	ACP	E-mail and attachments	5/10/2002	Orme, Kipp	Blus, Joyann	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: PH/W 10-Q Review Comments
668	ACP	E-mail and attachment	8/7/2002	Orme, Kipp	Nieman, Michael L.; Jacobsen, Eric; Whitesel, Kurt	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: NorthWestern 10-Q reflecting comments from Scott
669	ACP	E-mail	8/12/2002	Orme, Kipp	Noron, Dale	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: NorthWestern S-4 [redacted and produced at NOR 465874-465875]
670	ACP	E-mail and attachment	8/14/2002	Orme, Kipp	Polacek, Steven L.; Hyland, Richard	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: Insert to Comment Letter [PH/W advice and drafts]
671	ACP	E-mail and attachments	8/15/2002	Orme, Kipp	Smook, Karen	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: NOR Form 10-K/A [edits by Tyras]
672	ACP	E-mail and attachment	9/9/2002	Orme, Kipp	Smook, Karen	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: NOR Form 10-K/A [edits by Tyras]
673	ACP	E-mail and attachment	9/10/2002	Orme, Kipp	Smook, Karen	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: Amended Form 10-K and Forms 10-Q [attachments edited by John Tyras]
674	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	NOR June 30, 2002 Form 10-Q/A
675	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	NOR March 31, 2002 Form 10-Q/A
676	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	NOR 10-K/A circle up
677	ACP	E-mail	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	NOR Form 10-K/A
678	ACP	E-mail	9/10/2002	Orme, Kipp	Tyras, Jonathan C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: Comfort Letter
679	ACP	E-mail	9/10/2002	Orme, Kipp	Tyras, Jonathan C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	RE: Comfort Letter
680	ACP	E-mail and attachment	9/10/2002	Orme, Kipp	Tyras, Jonathan C.	Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Bonventre, Joseph S.; Hoffman, Cliff; Polasek, Steven; Arends, Craig	NOR: Montana acquisition purchase price allocation

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
681	ACP	E-mail	9/10/2002	Orme, Kipp	Smook, Karen		FW: Revised SEC Transmittal Letter (redacted and produced at NOR 467909)
682	ACP	E-mail and attachment	9/17/2002	Orme, Kipp	Nieman, Michael L.; Ng, Emilie; Gjorras, Travis		FW: NOR Pro Supp redraft [attachments marked up by PHJMW]
683	ACP	E-mail and attachments	9/18/2002	Orme, Kipp	Smook, Karen		FW: NorthWestern prospectus supplement [attachments marked up by PHJMW]
684	ACP	E-mail and attachments	9/18/2002	Orme, Kipp	Lakin, Emily		FW: NorthWestern prospectus supplement [perhaps duplicate of above, but attachments marked up by PHJMW]
685	ACP	E-mail and attachment	9/18/2002	Orme, Kipp	Hatfield, Jay		FW: NorthWestern Prospectus Supplement Comments (See Notice Below)
686	ACP	E-mail	9/20/2002	Orme, Kipp	Bonventre, Joseph S.		RE: D&T Form 8-K
687	ACP	E-mail	9/20/2002	Orme, Kipp	Kline, Scott C.; Zuppone, Michael; Whitesel, Kurt		RE: NOR re-audit Form 8-K Item 5
688	ACP	E-mail and attachment	9/20/2002	Orme, Kipp	Arends, Craig		RE: Noon Draft
689	ACP	E-mail	9/22/2002	Orme, Kipp	Schum, Roger; Nieme, Scott		RE: NorthWestern Corporation - Commitment Documents
690	ACP	E-mail and attachment	10/24/2002	Orme, Kipp	Jacobsen, Eric		RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft (See Notice Below)
691	ACP	E-mail and attachment	11/4/2002	Orme, Kipp	Conboy, Kevin		RE: Going Flat Draft Release
692	ACP	E-mail	11/7/2002	Orme, Kipp	Jacobsen, Eric; Pollock, Thomas R.		FW: Redraft of Hanson letter
693	ACP	E-mail and attachment	11/18/2002	Orme, Kipp; Jonathan	Lewis, Merle		FW: NorthWestern 10-Q/A
694	ACP	E-mail and attachments	11/19/2002	Orme, Kipp	Tyars		FW: Draft Auditors' Letter
695	ACP	E-mail	11/19/2002	Orme, Kipp	Pollock, Thomas R.		FW: Draft Auditors' Letter
696	ACP	E-mail	11/21/2002	Orme, Kipp	Jacobsen, Eric		FW: Revised (12-07-02) models
697	ACP	E-mail and attachment	11/25/2002	Orme, Kipp	Knapp, Tom		
698	ACP	E-mail and attachments	12/1/2002	Orme, Kipp	Conboy, Kevin		FW: Confidential Drafts Fourth Quarter Update Releases
699	ACP	E-mail	1/30/2003	Orme, Kipp	Jacobsen, Eric		No-12/12 Appraisals
700	ACP	E-mail and attachment	2/10/2003	Orme, Kipp	Tyars, Jonathan C.; Jacobsen, Eric		RE: Draft of 8-K for closing
701	ACP	E-mail and attachment	2/10/2003	Orme, Kipp	Tyars, Jonathan C.; Jacobsen, Eric; Schum, Roger		RE: Finalized 8-K
702	ACP	E-mail and attachments	3/20/2002	Tyars, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike		FW: NW Application for Securities Approval -
703	ACP	E-mail and attachments	3/12/2002	Kline, Scott C.	Young, Michael; Buss, Joylynn; Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.		NorthWestern 10-K and Proxy
704	ACP	E-mail	3/20/2002	Kline, Scott C.	Buss, Joylynn; Hylland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt		RE: Form 10-K Draft
705	ACP	E-mail and attachment	4/22/2002	Dietrich, Alan	Charles Paritzas (E-mail)		2002_v2.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
706	ACP	E-mail and attachments	5/10/2002	Saks, Scott R.	kipp.orme@northwestern.com joylyn.buss@northwestern.com Whitesel, Kurt; Monaghan, David A	Pollock, Thomas R.	NorthWestern 10-Q
707	ACP	E-mail	5/20/2002	Kline, Scott C.	Nieman, Michael L.; Monaghan, David A	Jacobsen, Eric; Buds, Joylyn; Nieman, Michael L.; Orme, Kipp	RE: NorthWestern Energy LLC Form 10-Q - 5/19/02
708	ACP	E-mail	5/25/2002	Whitesel, Kurt	david.a.olson@us.andersen.com; Kennedy, Rob; Fresia, Rick	Orme, Kipp; Whitesel, Kurt	FW: NorthWestern Corporation Form S-4 (redacted and produced at NOF 464895; 464896)
709	ACP	E-mail and attachments	5/31/2002	Kline, Scott C.	Saks, Scott R.; kipp.orme@northwestern.com; eric.jacobsen@northwestern.com; Kurt.Whitesel@northwestern.com; mike.Nieman@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com	Pollock, Thomas R.; Schwitzer, William F.; Zuppone, Michael; Tyras, Jonathan C.	FW: NorthWestern -- Response to SEC
710	ACP	E-mail and attachment	6/12/2002	Saks, Scott R.	dick.flynn@northwestern.com; barbara.fornash@northwestern.com; eric.jacobsen@northwestern.com; kipp.orme@northwestern.com; kurt.Whitesel@northwestern.com; mike.Nieman@northwestern.com; joylyn.Buds@northwestern.com; david.a.olson@us.andersen.com; dawn.a.dexter@us.andersen.com; karen.Smoak@northwestern.com; linda.Superiales@northwestern.com	Schwitzer, William F.; Zuppone, Michael; Pollock, Thomas R.; Kline, Scott C.; Tyras, Jonathan C.; Hote, Kara L.	NorthWestern Revised S-4 and SEC Response Letters
711	ACP	E-mail and attachment	7/12/2002	Tyras, Jonathan C.	Orme, Kipp		
712	ACP	E-mail	7/16/2002	Hanson, Mike	disk.Hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.Whitesel@northwestern.com mike.Nieman@northwestern.com joylyn.Buds@northwestern.com david.a.olson@us.andersen.com karen.Smoak@northwestern.com linda.Superiales@northwestern.com carends@deloitte.com; Pollock, Thomas R.; Zuppone, Michael; Schwitter, William F.; Tyras, Jonathan C.; Kline, Scott C.; Saks, Scott R.; Holte, Kiara L.; Patricia, Charles A.; Conroy, Kevin; Opich, Joseph P.; scott.holton@us.pwccglobal.com		FW: 10K/A for NorthWestern Energy [PHJW comments]
713	ACP	E-mail	7/17/2002	Saks, Scott R.	Orme, Kipp		RE: NorthWestern S-4 and 10-K
714					Pollock, Thomas R. Kline, Scott C. Jacobsen, Eric Whitesel, Kurt Nieman, Michael L. Monaghan, David A.		RE: NorthWestern Energy LLC Reporting Obligations Memo

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
715	ACP	E-mail	7/17/2002	Saks, Scott R.	Jacobsen, Eric; Whitesel, Kurt	kipp.orme@northwestern.com	NorthWestern Energy LLC [PHJW drafts]
716	ACP/AWP	Attachment	7/17/2002				PHJW Draft Secord Supplemental Indenture
717	ACP/AWP	Attachment	7/17/2002				PHJW Draft Amendment to Guarantees Agreement
718	ACP/AWP	Attachment	7/17/2002				PHJW Draft-NOR Assumption of obligations under Amended and Restated Trust Agreement
719	ACP	Attachment	7/31/2002				Draft NOR press release
720	ACP	E-mail and attachment	8/8/2002	Pollock, Thomas R.	Lewis, Merle; Orme, Kipp	Zappone, Michael	MacPac 8.0 Normal template
721	ACP	E-mail and attachment	8/12/2002	Saks, Scott R.	Orme, Kipp; Nieman, Mike; Whitesel, Kurt; Polacek, Steven; Olson, David; Arends, Craig	Tyres, Jonathan C.	NorthWestern SEC Response Memo
722	ACP	E-mail	9/8/2002	Nicole Gerard	Michael Hanson	Kline, Scott	Additional Docs for Signature, re: SEC filing
723	ACP	E-mail	8/13/2002	Pollock, Thomas R.	Smook, Karen	Lewis, Merle; Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Polacek, Steven; Arends, Craig	FE: Responses to NOR 10-Q Due Diligence Checklist(v5)
724	ACP/AWP	E-mail and Attachment	8/16/2002	Gioras, Travis	Neman, Michael L.; Tyras, Jon; Saks, Scott; Arends, Craig; Tyras, Jon; Saks, Scott	Tyres, Jonathan C.; Pollock, Thomas R.	NorthWestern SEC Response Memo
725	ACP/AWP	E-mail and Attachments	8/16/2002	Gerard, Nicole	Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steven; Arends, Craig; Tyras, Jon; Saks, Scott	Orme, Kipp; Whitesel, Kurt	All Other Revenue Breakdown [asks Tyras if he has any questions about attached drafts]
726	ACP	E-mail	8/19/2002	Kaslin, David M.	Pollock, Thomas; Gerard, Nicole; Deutschman, Rob; Orme, Kipp; Azulay, Sharon	mor@cavallocapital.com; Cohen, Eric L.	NOR - Securities Purchase Agreement
727	ACP/AWP	E-mail and Attachments	8/30/2002	Cott, Kathy	Jacobsen, Eric; Orme, Kipp	mor@cavallocapital.com; Cohen, Eric L.	NOR
728	ACP/AWP	E-mail and Attachment	8/30/2002	Schium, Roger	Orme, Kipp; Jacobsen, Eric; Wyche, Paul	Irving, Eulard A.; Pollock, Thomas R.; Voyer, Michael; Saks, Scott R.; Tyras, Jonathan C.; Schwartz, Melissa C.	Going Flat* Under the Credit Agreement* [PHJW drafts]
729	ACP/AWP	E-mail and Attachments	9/6/2002	Tyres, Jonathan C.	Hylland, Richard; Fornash, Barbara; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Gioras, Travis; Smook, Karen; Flanden, Paul; Polacek, Steven; Olson, David; Hoffman, Cliff; Pollock, Thomas R.; Zuppone, Michael; Schwitter, William F.; Tyras, Jon; Saks, Scott; Kline, Scott; Patricia, Charles A. Conroy; Kevin; Opich, Joseph P.	Kline, Scott	S-4 News Release [PHJW drafts in attachment]
730							Northwestern S-4 - Amendment No. 3

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
731	ACP/AWP	E-mail and Attachment	9/9/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR Form 10-K/A
732	ACP/AWP	E-mail and Attachment	9/10/2002	Tyras, Scott R.	Schwitter, William F.; Orme, Kipp	Tyras, Jonathan C.	Rerevised SEC Transmittal Letter
733	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp		Final response letter
734	ACP	E-mail and Attachments	9/16/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitter, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C	Hoffman, Cliff; Polacek, Steve; Arends, Craig	Form 10-Q/A for March 31, 2002
735	ACP/AWP	E-mail and Attachments	9/18/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steve; Arends, Craig	Pollock, Thomas R.; Patrizia, Charles A.; Smook, Karen; Randen, Paula	Exchange Offer
736	ACP	E-mail	9/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Hoffman, Cliff; Polacek, Steve; Arends, Craig	Orme, Kipp; Whitesel, Kurt; Polacek, Steve; Arends, Craig	Form 10-Q/A for June 30, 2002
737	ACP	E-mail	9/19/2002	Kline, Scott C.	Zuppone, Michael; Whitesel, Kurt; Orme, Kipp; Arends, Craig	Kline, Scott C.; Nieman, Mike	10-K/A and 10-Q/As
738	ACP/AWP	E-mail and Attachment	9/20/2002	Bonventre, Joseph S.	Orme, Kipp	Tyras, Jonathan C.	NOR re-audit Form 8-K Item 5
739	ACP/AWP	E-mail and Attachment	9/20/2002	Tyras, Jonathan C.	Arends, C; Craig, Hoffman, Cliff; Polacek, Steven	Kline, Scott C.; Tyras, Jonathan C.	D&T Form 8-K
740	ACP	E-mail and Attachment	9/20/2002	Kline, Scott C.	Jacobsen, Eric; Orme, Kipp; Patrizia, Charles; Pollock, Thomas; Dietrich, Alan	Whitesel, Kurt; Orme, Kipp; Randen, Paula; Smook, Karen	Reaudit financial statements
741	ACP/AWP	E-mail and Attachments	9/21/2002	Tyras, Jonathan C.	Orme, Kipp	Tyras, Jonathan C.; Bonventre, Joseph S.	FW: UA (See Notice Below)
742	ACP	E-mail	9/27/2002	Schmitt, Roger	Hyland, Richard; Orme, Kipp; Jacobsen, Eric	Zuppone, Michael; Kline, Scott C.	Amendment No. 1 to the Deloitte 8-K financials
743	ACP/AWP	E-mail and Attachments	9/27/2002	Tyras, Jonathan C.	Orme, Kipp	Ng, Emilee; Kline, Scott	Revised Confidential News Release Draft [Comments by PHJW]
744	ACP/AWP	E-mail and Attachment	10/8/2002	Conboy, Kevin	Jacobsen, Eric; Orme, Kipp	Pollock, Thomas R.; Eronini, Uche	Rebalanced Term Sheet
745	ACP/AWP	E-mail and Attachments	10/13/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; Evans, Paul	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Draft Commitment Documents
746	ACP/AWP	E-mail and Attachment	10/17/2002	Eronini, Uche	Jacobsen, Eric; Orme, Kipp; cthompson@bear.com	Conboy, Kevin; Pollock, Thomas R.	Northwestern Corporation - Commitment Documents

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
747	ACP	E-mail and Attachments	10/18/2002	Trible, Kimberly (Kim) S.	Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marion, Mike; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Michael; Nieman, Michael; Whitesel, Kurt; Nolander, Jan; VanCamp, John; Kovash, Keith; Ruffato, Steve; Thompson, L.; Dyre, M.	Irving, Euclid A.; Knapp, Tom; Vojtek, Michael	Time and Responsibility Checklist Draft [PHJW drafts]
748	ACP/AMP	E-mail and Attachments	10/25/2002 and 10/29/2002	Schrum, Roger	Gerrard, Nicole; Jacobsen, Eric; Young, Michael; Lopach, Dennis; Knapp, Tom	Orme, Kipp	Going Flat Draft Release [requests PHJW changes]
749	ACP/ANP	E-mail and Attachments	11/14/2002	Showalter, Patricia	Jacobsen, Eric; Orme, Kipp; Walsh, Rick; Dietrich, Alan; Marion, Michael; Lopach, Dennis; Asay, Pat; Reardon, Pat; Ng, Emilie; Schrum, Roger; Header, Donna; Young, Michael; Thompson, Mark; Nieman, Mike; Whitesel, Kurt; Nolander, Jan; VanCamp, John; Kovash, Keith; Ruffato, Steve; Thomson, L.; Dyre, M.; Irving, Euclid; Knapp, Tom; Patricia; Charles; Hong, Jennifer; Schafenberg, William; Rushton, Lisa; Crowe, Christine; McCarrick, James; Sachs, Omri; Balveat, Douglas; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott; Gerrard, Nicole; Attorelli, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Vojtek, Michael; Levin, Janice E.	NorthWesternRestructuring of NorthWestern Energy [PHJW drafts]
750	ACP	E-mail and Attachment	11/15/2002	Niemann, Michael L	Jacobsen, Eric; Orme, Kipp; Conboy, Kevin	Vojtek, Michael; Levin, Janice E.	[PHJW drafts]
751	ACP	E-mail and Attachments	11/17/2002	Tyras, Jonathan C.	Orme, Kipp	Ng, Emilie	RE: NorthWestern: Amendment No. 3 to Credit Agreement - revised draft [See Notice Below]
752	ACP	E-mail and Attachments	11/17/2002	Whitesel, Kurt	Tyras, Jonathan C.; Arends, Craig; Humber, Suzanne M.; Pollock, Thomas; Kline, Scott; Saks, Scott; Polack, Steven	Orme, Kipp; Jacobsen, Eric; Griesse, Deborah; Kiewer, Kendall; Randen, Paula; Nieman, Michael L.; Schrum, Roger	REV-8K
753							Revised 10Q Draft [marked up with PHJW comments]

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
754	ACP	E-mail	11/13/2002	Jacobsen, Eric	Kline, Scott C.	Tyres, Jonathan C.; Pollock, Thomas R.; Orme, Kipp	FRE: NOR Third Quarter 10Q draft
755	ACP/AWP	E-mail and Attachment	11/13/2002	Young, Michael	Jacobsen, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittee Comments [comments by Michael Young]
756	ACP/AWP	E-mail and Attachments	11/14/2002	Gerard, Nicole	Orme, Kipp	Jacobsen, Eric; Smook, Karen; Dietrich, Alan; Schrum, Roger; Kline, Scott C.	Going Flat Filing [PFLW drafts as attachments]
757	ACP/AWP	E-mail and Attachment	11/18/2002	McCannick, James	Thomas Knapp; Hanson, Michael; Nieman, Mike; Whitesel, Kurt	Ivling, Euclid A.; Sacks, Omri; Voytek, Michael; Orme, Kipp	Redraft of Hanson letter
758	ACP	E-mail and Attachment	11/18/2002	Jacobsen, Eric	Schrum, Roger; Hanson, Mike; Orme, Kipp		Flat Release [Jacobsen's proposed changes]
759	ACP	Attachments	11/19/2002	Tyres, Jonathan C.	Orme, Kipp	Smook, Karen; Whitesel, Kurt	NorthWestern 10-Q/A
760	ACP	E-mail	11/20/2002	Jacobsen, Eric	Schrum, Roger	Orme, Kipp	FW: Going Flat [Jacobsen and Knapp comments on release]
761	ACP	E-mail	11/22/2002	Pollock, Thomas R.	Orme, Kipp	Jacobsen, Eric	RE: NorthWestern Letter
762	ACP	E-mail and Attachment	11/27/2002	Sachs, Omri	Ng, Emilie	Krapf, Tom	RE: BULLETIN: Northwestern Corp. Restructures Subsidiary Northwest Energy LLC
763	ACP	E-mail and Attachment	12/8/2002	Jacobsen, Eric	Thomas R. Pollock	Hyland, Richard; Orme, Kipp; Schrum, Roger	PR Release
764	ACP	E-mail and Attachments	12/19/2002	Nieman, Michael L.	Kevin Coxby; Melissa Schwartz	Orme, Kipp; Whitesel, Kurt	FW: 10K and 3Q 10-QA
765	ACP	E-mail and Attachments	1/6/2003	Tyras, Jonathan C.	Orme, Kipp	Klewer, Kendall; Ng, Emilie; Jacobsen, Eric	
766	ACP	E-mail and Attachments	1/27/2003	Tyras, Jonathan C.	Orme, Kipp	Smook, Karen	Form 8-K
767	ACP/AWP	E-mail and Attachments	01/29/2003 and 11/19/2002	Jacobsen, Eric	Kevin Conboy; Melissa Schwartz	Orme, Kipp	B-K for MPSC press release
768	ACP	E-mail and Attachments	2/3/2003	Whitesel, Kurt	Orme, Kipp		RE: Draft Validation Report - MPSC
769	ACP	E-mail and Attachments	2/10/2003	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp	Smook, Karen	FW: NorthWestern - Site Letter regarding Compliance with MPSC Order
770	ACP	E-mail and Attachments	02/14/2003 a	Tyras, Jonathan C.	Gneese, Deborah	Kline, Scott C.; Pollock, Thomas R.; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Randen, Paula; Smook, Karen; Nieman, Mike	Finalized 8-K
771							Markup to latest draft of 10-K
							FW: NorthWestern - Site Letter regarding Compliance with MPSC Order
							As filed Form 10-Q/A x 2 & Form 10-K/A

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
772	ACP	E-mail and Attachment	03/21/2002 and 03/11/2002	Saks, Scott R.	Orme, Kipp		FW: NorthWestern Supplemental Indenture
773	ACP/AWP	E-mail and Attachment	3/12/2002	Evans, Liz	Orme, Kipp		FW: REVISED 8K [PHJW comments]
774	ACP	E-mail	5/10/2002	Orme, Kipp	Jacobsen, Eric; Blus, Joyynn; Whitesel, Kurt		RE: PHJW 10-Q Review Comments
775	ACP/AWP	E-mail and Attachments	5/10/2002	Orme, Kipp	Buus, Joyynn		FW: NorthWestern 10-Q [Paul Hastings comments]
776	ACP	E-mail	5/30/2002	Orme, Kipp	Nieman, Michael L.		FW: Additional comment letter [Jon Tyras comments]
777	ACP	E-mail	7/12/2002	Orme, Kipp	Dietrich, Alan		RE: LLC 10-K signatures question
778	ACP	E-mail	8/7/2002	Orme, Kipp	Nieman, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: NorthWestern S-4 [Jon Tyras comments]
779	ACP	E-mail	8/12/2002	Orme, Kipp	Hyland, Richard; Lewis, Merle		RE: NorthWestern S-4 [Jon Tyras comments]
780	ACP/AWP	E-mail and Attachment	8/15/2002	Orme, Kipp	Tyras, Jonathan C.; Pollock, Thomas R.		RE: NorthWestern S-4 [Jon Tyras comments]
781	ACP/AWP	E-mail and Attachment	8/19/2002	Orme, Kipp	Bruce I. Smith; Gary G. Drock; Hyland, Richard; Johnson, Jerry; Ness, Larry; Lewis, Merle; Seymann, Marilyn R.; Darcy, Randy; Nowell, Lionel		RE: CSFB/NorthWestern: Proposed Amend. No. 2 to Credit Agreement (revised draft 8/9/02) (See Notice Below) (redacted and produced at NOR 466209-466212)
782	ACP/AWP	E-mail and Attachment		Orme, Kipp	Buron, Suzette; Dewey, Irene; Dutcher, Diane; Feltner, Irene; Richter, Peg; Debbie bassett@pepsi.com; Fornash, Barbara; Jacobsen, Eric		FW: Insert to Comment Letter
783	ACP/AWP	E-mail and Attachments	8/20/2002	Orme, Kipp	Ng, Emilie		FW: S-4 & Comment Response Letter [producing email and one attachment, but other attachment is Paul Fornash, Barbara; Jacobsen, Eric]
784	ACP/AWP	E-mail and Attachment	9/4/2002	Orme, Kipp	David.Sun@morganstanley.com		FW: Northwestern S-4 - Amendment No. 2 [John Tyras email]
785	ACP/AWP	E-mail and Attachments	9/10/2002	Orme, Kipp	David.Sun@morganstanley.com		FW: NorthWestern Corporation [redacted Jon Tyras comments and produced at NOR 467133-467134]
786	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		FW: Amended Form 10-K and Forms 10-Q [John Tyras comments]
787	ACP	E-mail	9/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas R.; Schwitter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
788	ACP	E-mail	9/10/2002	Orme, Kipp	Tyras, Jonathan C.		NOR March 31, 2002 Form 10-Q/A
789	ACP	E-mail and Attachment	9/10/2002	Orme, Kipp	Tyras, Jonathan C.		NOR Form 10-K/A
790	ACP/AWP	E-mail and Attachment		Orme, Kipp	Pollock, Steven L.; Hoffman, Cliff; Arends, Craig		RE: Comfort Letter
					Monaghan, David A.; Whitesel, Kurt		FW: Montana acquisition purchase price allocation

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
791	ACP	E-mail	9/12/2002	Orme, Kipp	Arends, Craig		FW: Recent comfort letter issues [Jon Tyras marked up version]
792	ACP	E-mail and attachments	9/17/2002	Orme, Kipp	Nieman, Michael L.; Ng, Emilie; Gjorras, Travis		FW: NOR Pro Supp redraft [Jon Tyras comments]
793	ACP/AWP	E-mail	9/18/2002	Orme, Kipp	Larkin, Emily		FW: Northwestern exchange offer [Jon Tyras marked up versions]
794	ACP/AWP	E-mail and Attachment	9/18/2002	Orme, Kipp	Schium, Roger; Jacobsen, Eric; Kline, Scott	Wyche, Paul	RE: Draft Re-Audit Release [comments on a PHJW draft]
795	ACP/AWP	E-mail and Attachment	9/19/2002	Orme, Kipp	Schium, Roger; Jacobsen, Eric; Wyche, Paul	Kline, Scott	RE: Revised Re-Audit Release [comments on a PHJW draft]
796	ACP/AWP	E-mail and Attachments	9/19/2002	Orme, Kipp	Smook, Karen		FW: Form 10-Q/A for March 31, 2002 [Jon Tyras email]
797	ACP	E-mail	9/19/2002	Orme, Kipp	Smook, Karen		FW: NOR December 31, 2001 Form 10-K/A [PHJW version of attachments]
798	ACP	E-mail and Attachments	9/19/2002	Orme, Kipp	Kline, Scott C.; Zuppone, Michael; Whitesel, Kurt; Arends, Craig	Tyras, Jonathan C.; Jacobsen, Eric	RE: NOR re-audit Form B-K Item 5
799	ACP	E-mail and Attachments	9/20/2002	Orme, Kipp	Gjorras, Travis		FW: updated Northwestern financials (redacted and produced at NOR 469706)
800	ACP	E-mail and Attachment	9/20/2002	Orme, Kipp	Schum, Roger; Kline, Scott	Whitesel, Kurt	RE: Noon Draft [draft sent to PHJW]
801	ACP	E-mail and Attachments	6/21/2001	Cotter, Jeffrey	Theibar, Bart		Draft Term Sheet for Dolphin Group and NECS
802	ACP	E-mail	6/22/2001	Cotter, Jeffrey	Carlsen, Chris; Assam, Fred	Rausch, Dan	Theibar, Bart; Weitz, Mark; Spector, Rachel
803	ACP	E-mail and Attachments	9/4/2002	Whitesel, Kurt			FW: Letter from D&T on audit adjustments with e-mail reflecting comments from michael_kalish@kirkland.com
804	ACP	Attachment	8/30/2002	Reschum			Draft form 8-K for Cornerstone Propane
805	ACP/AWP	Attachment	9/19/2002	Reschum			Draft press release about readuit of Northwestern's financials
806	ACP	E-mail	9/28/2002	Orme, Kipp	Smith, Bruce; Dbrook, Gary; Hyland, Richard; Johnson, Jerry; Ness, Larry; Merle, Lewis; Nowell, Lionel; Seymann, Marilyn; Darcy, Randy		Draft press release about D& T's readuit of Northwestern's financials
807	ACP	E-mail and Attachments	10/18/2002	Trible, Kimberly (Kim) S.	Jacobsen, Eric; Orme, Kipp; Walsh, Richard; Dietrich, Alan; Marion, Mike; Headler, Donna; Young, Michael; Thompson, Mark; Nieman, Michael; Whitesel, Kurt; Nutander, Jan; VanCamp, John; Kovash, Kurt; Ruffato, Steve; Thompson, L; Dyre, Mary	Buron, Suzette; Bassett, Debbie; Dewey, Irene; Dutcher, Diane; Feilner, Irene; Foytak, Peg; Forinash, Barbara; Jacobsen, Eric	Equity Offering
808	ACP	E-mail	11/23/2002	Jacobsen, Eric	Irving, Euclid; Knapp, Tom		Northwestern Going Flat Time and Responsibility Checklist Draft
810	ACP	E-mail	1/29/2003	Whitesel, Kurt	Voytek, Michael		
811	ACP	E-mail	11/9/2002	Voytek, Michael	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom	Irving, Euclid; McCarrick, James	FW: Northwestern Corporation-Opinion of Counsel and Draft Officer's Certificate
812	ACP	E-mail	11/1/2002	Levin, Janice	Irving, Euclid; Voytek, Michael; Baheat, Douglas	Irving, Euclid; Voytek, Michael; Baheat, Douglas	NW: GM Legal Opinion and Officer's Certificate

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
813	ACP	E-mail	11/11/2002	Voytek, Michael	rlaskar@cravath.com	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Baljeat, Douglas	RE: GMi Legal Opinion and Officer's Certificate
814	ACP	E-mail	11/11/2002	rlaskar@cravath.com	Levin, Janice	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael; Baljeat, Douglas	RE: GMi Legal Opinion and Officer's Certificate
815	ACP	E-mail	11/16/2002	Voytek, Michael	Coddon, Eve	Showalter, Patricia; Knapp, Tom; Irving, Euclid; Voytek, Michael; Orme, Kipp; Knapp, Tom; Irving, Euclid; Voytek, Michael	RE: GMi Legal Opinion and Officer's Certificate
816	ACP	E-mail	11/27/2002	Sachs, Omri	Ng, Emilie	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael	RE: Northwestern Restructures subsidiary NWWE LLC
817	ACP	E-mail	11/19/2002	Tribble, Kimberly	rlaskar@cravath.com	Jacobsen, Eric; Dietrich, Alan; Knapp, Tom; Irving, Euclid; Voytek, Michael	RE: GMi Legal Opinion and Officer's Certificate
818	ACP/AMP	E-mail and Attachments	10/14/2003	Carter, David	Knapp, Tom	Kline, Scott	Draft going flat documents
819	ACP/AMP	Attachment					Draft QUP/S guarantee
820	ACP/AMP	E-Mail and Attachments	11/17/2002	Sachs, Omri	Voytek, Michael; McCarrick, James	Sachs, Omri; Knapp, Tom; Irving, Euclid; vanEgmond, Lee	Assignment of 1st Mortgage Draft Documents
821	ACP	E-Mail	10/25/2002	McCarrick, James	Voytek, Michael	Knapp, Tom	Consolidation of Northwestern Energy into NOR
822	ACP/AMP	E-Mail and Attachment	10/17/2002	Tribble, Kim	Voytek, Michael	thomaspollock@paulhastings.com	General Mortgage Indenture and Deed of Trust for Asset Transfer
823	ACP	Email	11/26/2002	Dietrich, Alan	Jacobsen, Eric	Draft Governance Committee Resolution	Draft NOR Board & Committee Minutes
824	ACP	Email	11/18/2002	Dietrich, Alan	Lewis, Merle; thomaspollock@paulhastings.com	Nov'02 NOR Board Draft minutes	Nov'02 Governance Committee Draft minutes
825	ACP	Attachment	11/18/2002				Nov'02 Audit Committee Draft minutes
826	ACP	Attachment	11/18/2002				
827	ACP	Attachment	11/18/2002				
828	ACP	Email	10/28/2002	Irving-Euclid A.	Dietrich, Alan	Patrizia-Charles;Knapp-Tom;Voytek- Michael	RE: Suggested language for Going Flat Resolution
829	ACP	Email	10/28/2002	Knapp-Tom	Irving-Euclid A.;Voytek-Michael	Discussion of legal checklist of going flat issues	Checklist of Flat Structure Issues(v2).DOC
830	ACP	Attachment	10/28/2002	Dietrich, Alan	Patrizia-Charles	Irving-Euclid A.; Patrizia-Charles; Jacobsen-Eric	Draft Going Flat Resolution
831	ACP	Email	10/28/2002	Dietrich, Alan	Dietrich, Alan	Dietrich, Alan	Discussion of draft resolutions in connection with the going flat transaction
832	ACP	Email	7/26/2002	Tribble-Kimberly	Whitesel, Kurt	Written Consent of Sole Member and Manager	NorthWestern Energy(v2).DOC
833	ACP	Attachment	8/26/2002			Resolutions Re MFC Restructuring(v2).DOC	FW: Legal discussion on structure of subsidiary corporations
834	ACP	Attachment	7/26/2002				Re: Legal discussion on structure of subsidiary corporations
835	ACP	Email	8/21/2002	Dietrich, Alan	Lewis, Merle		Re: Legal discussion on structure of subsidiary corporations
836	ACP	Email	8/21/2002	Lewis, Merle	Dietrich, Alan		Re: Legal discussion on structure of subsidiary corporations
837	ACP	Email	8/21/2002	Dietrich, Alan	Lewis, Merle		Re: Legal discussion on structure of subsidiary corporations
838	ACP	Email	8/10/2001	Dietrich-Alan	Lopach-Dennis	Anderson Bachman-Susan; Jacobsen-Eric; Hanson-Mike (CEO); Leyendecker-Rodney	FW: Draft NOR MPC Application
839	ACP	Attachment	8/7/2001				Draft letter to David Hoffman (MFSIC)
840	ACP	Attachment	8/7/2001				DRAFT PROCEDURAL SCHEDULE.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
841	ACP	Email	1/4/2001	Dietrich-Alan	Jacobsen-Eric; Hanson-Mike (CEO); Leyendecker-Rodney	capatrizia@phjw.com; Anderson Bachman-Susan	MPPSC Application
842	ACP	Attachment	1/4/2001		Rodney		MPPSC Filing
843	ACP	Attachment	1/4/2001				MPPSCFilingRedline.doc
844	ACP	Email	1/3/2001	Dietrich-Alan	Hanson-Mike; Jacobsen-Eric; Leyendecker-Rodney; capatrizia@phjw.com	Anderson Bachman-Susan Dietrich-Alan	MPPSCFiling.doc
845	ACP	Email	1/3/2001	Patrizia-Charles A.	Dietrich-Alan	Jacobsen-Eric	MPPSC Application Department of Public Services/Regulation
846	ACP	Attachment	1/3/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
847	ACP	Attachment	1/3/2001				Attached email from Charles Patrizia to Alan Dietrich containing comments
848	ACP	Attachment	1/3/2001				Draft Joint Application [containing C. Patrizia comments]
849	AWP	Email	1/3/2001	Jacobsen-Eric	Dietrich-Alan		Email attaching draft MPPSC filing
850	AWP	Attachment	1/3/2001				MPPSCFiling 12.31.00.doc
851	ACP	Email	3/6/2002	Kline-Scott C.	Young-Michael; Dietrich-Alan; Pohl-Curtis	Har-Henny C.	NORTHWESTERN BONDS - Business Description and Summary backup
852	ACP	Attachment	3/6/2002				NORTHWESTERNBONDS - Business Description and Summary (NSG).v2.DOC
853	ACP	Email	3/8/2002	Dietrich-Alan	Wagner-Dennis; Huber-Cory; Gross-Clyde; Hanson-Jana	Pohl-Curtis; evaannjholland@paulhastings.com; scottkline@paulhastings.com; Young-Michael	NORTHWESTERN ENERGY, LLC 10-K [containing PHJW comments]
854	ACP	Attachment	3/8/2002				FW: Back-Up Documentation
855	ACP	Email	4/4/2002	Voytek-Michael	Dietrich-Alan	Jacobsen-Eric	RE: SD PUC Review
856	ACP	Email	4/3/2002	Dietrich-Alan	michaelwvoytek@paulhastings.com		SD PUC Review
857	ACP/AWP	Email	3/28/2002	Dietrich-Alan	Niemann-Michael L		FW: Form 10-K - March 2001
858	ACP/AWP	Attachment	3/27/2002				Attached draft Form 10-K [containing PHJW comments]
859	ACP/AWP	Email	3/26/2002	Kline-Scott C.	Dietrich-Alan; Young-Michael		FW: Draft of NorthWestern Energy, LLC 10-K
860	ACP/AWP	Attachment	3/26/2002				Attached draft Form 10-K [containing PHJW comments]
861	ACP/AWP	Email	1/1/1/2002	Levin-Janice E.	flasker@gravath.com	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom; Douglas R.	FW: NorthWestern Energy's Certificate(v2).DOC
862	ACP/AWP	Attachment	1/1/1/2002				NORTHWESTERN ENERGY'S CERTIFICATE(v2).DOC
863	ACP/AWP	Attachment	1/1/1/2002				NORTHWESTERN ENERGY'S CERTIFICATE(v2).DOC
864	ACP/AWP	Email	1/1/9/2002	Voytek-Michael	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom	Irving-Euclid A.; McCarrick-James	FW: NorthWestern Corporation - Opinion of Counsel and Officers C certificate
865	ACP/AWP	Email	1/1/8/2002	Sachs-Ornri	christopher_c_holy@bankone.com	Alan Karel (E-mail); Richard Scott (E-mail); Hanson-Mike (CEO); Dietrich-Alan; Marion-Michael P.; Irving-Euclid A.; Voytek-Michael; McCarrick-James; Showalter-Patricia	NorthWestern - Pollution Control Revenue Refunding Bonds Series 1993A
866	ACP/AWP	Attachment	1/1/8/2002				Bonds Series 1993A
867	ACP/AWP	Attachment	1/1/8/2002				PCRB-1993A.MontanaOpinion.pdf
868	ACP/AWP	Attachment	1/1/8/2002				PCRB-1993A.MontanaOpinionBl_.pdf
869	ACP/AWP	Attachment	1/1/8/2002				PCRB-1993A.BondOpinion.pdf
870	ACP/AWP	Attachment	1/1/8/2002				PCRB-1993A.BondOpinionBl_.pdf
							[NORTHWESTERN ENERGY, LLC] In-house Opinion

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
871	ACP/AWN	Attachment	11/8/2002				PCRB (1983A Series) In-house Opinion (NWELvDOC).DOC
872	ACP/AWN	Attachment	11/8/2002				NOR Opinion.pdf
873	ACP/AWN	Attachment	11/8/2002				NWE_Opinion.pdf
874	ACP/AWN	Attachment	11/8/2002				PCRB-1983A-Assignment.pdf
875	ACP/AWN	Attachment	11/8/2002				PCRB-1983A-AssignmentBL.pdf
876	ACP/AWN	Email	11/8/2002	Sachs-Omri	Alan Karel (E-mail); Haision-Mike (CEO); Marion-Michael P.; Dietrich-Alan; Knapp-Tom	Voytek-Michael; Irving-Euclid A.; McCarrick-James; Showalter-Patricia	NorthWestern - Assignment of Transition Bonds
877	ACP/AWN	Attachment	11/8/2002				TransitionBonds-OfficerNWIE.pdf
878	ACP/AWN	Attachment	11/8/2002				TransitionBonds-PHLWOpinion.pdf
879	ACP/AWN	Attachment	11/8/2002				TransitionBonds-MontanaOpinion.pdf
880	ACP/AWN	Attachment	11/8/2002				NOR_Opinion.pdf
881	ACP/AWN	Attachment	11/8/2002				NWE_Opinion[Transition].pdf
882	ACP/AWN	Attachment	11/8/2002				Assignment Agreement [Transition Bonds].pdf
883	ACP/AWN	Email	11/8/2002	S.	Tribble-Kimberly (Kim)	Master@cravath.com	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom; Irving-Euclid A.; Voytek-Michael
884	ACP/AWN	Attachment	11/8/2002		Karell (E-mail); Mary Scrif Dyre (E-mail); Voytek-Tom; Dietrich-Alan; Marion-Michael P.; Alan	Forwarding_email from Michael Voytek	Legal Opinion(v1).DOC
885	ACP/AWN	Attachment	11/8/2002				Officer's Certificate(v1).DOC
886	ACP/AWN	Attachment	11/7/2002				QUIPS-3rdSupplndtne-BL.pdf
887	ACP/AWN	Email	11/4/2002	Sachs-Omri	Irving-Euclid A.; McCarrick-James; Voytek-Michael	NorthWestern - Assignment of 1st Mortgage	1stMortgage-MontanaOpinion.pdf
888	ACP/AWN	Attachment	11/4/2002				1stMortgage-OfficerNWIE.pdf
889	ACP/AWN	Attachment	11/4/2002				1stMortgage-OfficerNWIE_BL.pdf
890	ACP/AWN	Attachment	11/4/2002				1stMortgage-PHLWOpinion.pdf
891	ACP/AWN	Attachment	11/4/2002				1stMortgage-PHLWOpinionBL.pdf
892	ACP/AWN	Attachment	11/4/2002				1stMortgage-MontanaOpinion.pdf
893	ACP/AWN	Attachment	11/4/2002				First_Mgt_In-house_Good Standing_Opinion
894	ACP/AWN	Attachment	11/4/2002				FirstMortgage-OfficerNWIE.pdf
895	ACP/AWN	Attachment	11/4/2002				FirstMortgage_Inhouse_Opinion(NOR)(v1).DOC
896	ACP/AWN	Attachment	11/4/2002				First_Mortgage_Company_Application(v6).DOC
897	ACP/AWN	Attachment	11/4/2002				First_Mortgage_22ndSupplndtne.pdf
898	ACP/AWN	Attachment	11/4/2002				1stMortgage-22ndSupplndtneBL.pdf
899	ACP/AWN	Attachment	11/4/2002				1stMortgage-MontanaOpinionBL.pdf
900	ACP/AWN	Attachment	11/4/2002				UCG1_schedule[DE].pdf
901	ACP/AWN	Attachment	11/4/2002		Krapp-Tom;Dietrich-Alan;Marion-Michael P;Allan	UCC1 Statement[DE].pdf	UCC1 Statement[DE].pdf
902	ACP/AWN	Email	11/5/2002	Sachs-Omri	Karell (E-mail);Richard Scott (E-mail);Terence O'Meara (E-mail)	NorthWestern - Assignment of Pollution Control	NorthWestern - Assignment of Pollution Control
903	ACP/AWN	Attachment	11/5/2002				Revenue_Refunding_Bonds_Series_1983A
904	ACP/AWN	Attachment	11/5/2002				PCRB-1983A_AssignmentBL.pdf
905	ACP/AWN	Attachment	11/5/2002				PCRB-1983A_Series_In-house_Opinion
906	ACP/AWN	Attachment	11/5/2002				PCRB (1983 A Series) In-house Opinion
907	ACP/AWN	Attachment	11/5/2002				PCRB (1983A Series) In-house Opinion
908	ACP/AWN	Attachment	11/5/2002				PCRB (1983A Series) In-house Opinion
909	ACP/AWN	Attachment	11/5/2002				PCRB-1983A_Officer.pdf

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
910	ACP/AWP	Email	11/15/2002	Hong-Jennifer L.	Dietrich-Alan; Knapp-Tom; Monaghan-David A; Marion-Michael P; Lopach-Jennifer	Panzica-Charles; Voytek-Michael; Schaeferberg-William P.	
911	ACP/AWP	Attachment	11/15/2002		Knapp-Tom; Dietrich-Alan; Marion-Michael P; Alan Karel (E-mail); Richard Scott (E-mail); Terence O'Meara (E-mail)		NorthWestern Energy, LLC EWG FERC Application
912	ACP/AWP	Email	11/15/2002	Sachs-Orni	Irving-Euclid A; McCannick-James; Voytek-Michael		NorthWestern Assignment of Pollution Control Revenue Refunding Bonds Series 1993B
913	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-AssignmentBL.pdf
914	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-AssignmentBL.pdf
915	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-MontanaOpinion.pdf
916	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-MontanaOpinionBL.pdf
917	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-BondOpinion.pdf
918	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-BondOpinionBL.pdf
919	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-BondOpinionBL.pdf
920	ACP/AWP	Attachment	11/15/2002				PCRB-1993B Series In-house Opinion [NOR](v2).DOC [NOR](v2).DOC
921	ACP/AWP	Attachment	11/15/2002				PCRB-1993B Series In-house Opinion [NOR](v2).DOC [NOR](v2).DOC
922	ACP/AWP	Attachment	11/15/2002				PCRB-1993B Series In-house Opinion [NWE](v2).DOC [NWE](v2).DOC
923	ACP/AWP	Attachment	11/15/2002				PCRB-1993B-OfICert.pdf
924	ACP	Email	11/15/2002	Dierich-Alan	Sachs-Orni		RE: NorthWestern - Assignment of Unsecured Medium Term Notes
925	ACP/AWP	Attachment	11/15/2002				Attached draft letter from Alan Dietrich re: MFC - Natural Gas Funding Trust, 6.20% Transition Bonds - Proposed Asset Transfer by NorthWestern Energy, L.L.C. (f/k/a The Montana Power, L.L.C., as successor by merger to The Montana Power Company) to NorthWestern Corporation
926	ACP/AWP	Attachment	11/15/2002				Attached draft letter from Alan Dietrich to Bank of New York
927	ACP/AWP	Email	11/14/2002	Sachs-Orni	Knapp-Tom; Dietrich-Alan; Marion-Michael P	Irving-Euclid A.; McCannick-James; Voytek-Michael	NorthWestern - Assignment of Unsecured Medium Term Notes
928	ACP/AWP	Attachment	11/14/2002	Unknown			MTN-2ndSupplement.pdf
929	ACP/AWP	Attachment	11/14/2002				MTN-2ndSupplementBL.pdf
930	ACP/AWP	Attachment	11/14/2002				MTN-OfICertNW.pdf
931	ACP/AWP	Attachment	11/14/2002				MTN-OfICertNW-BL.pdf
932	ACP/AWP	Attachment	11/14/2002				MTN-PLWOpinion.pdf
933	ACP/AWP	Attachment	11/14/2002				MTN-PLWOpinionBL.pdf
934	ACP/AWP	Email	11/14/2002	Sachs-Orni	Knapp-Tom; Dietrich-Alan; Marion-Michael P	Irving-Euclid A.; McCannick-James	NorthWestern - Assignment of QJPS
935	ACP/AWP	Attachment	11/14/2002				QJPS-3rdSupplement.pdf
936	ACP/AWP	Attachment	11/14/2002				QJPS-3rdSupplement-BL.pdf
937	ACP/AWP	Attachment	11/14/2002				QJPS-OfICertNW.pdf
938	ACP/AWP	Attachment	11/14/2002				QJPS-OfICertNW-BL.pdf
939	ACP/AWP	Attachment	11/14/2002				QJPS-PLWOpinion.pdf
940	ACP/AWP	Attachment	11/14/2002				QJPS-PLWOpinionBL.pdf
941	ACP/AWP	Attachment	11/14/2002				QJPS- In-house Opinion [NOR](v1).DOC
942	ACP/AWP	Attachment	11/14/2002				QJPS-AssumptionGuarantee.pdf
943	ACP/AWP	Attachment	11/14/2002				QJPS-AssumptionGuaranteeBL.pdf

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject	
944	ACPI/AWP	Attachment	11/4/2002				QUIPS-AssignmentAgreements.pdf	
945	ACPI/AWP	Attachment	11/4/2002				QUIPS-AssignmentAgreementsBL.pdf	
946	ACPI/AWP	Attachment	11/4/2002				QUIPs Company Order(v7).DOC	
947	ACPI/AWP	Attachment	11/4/2002				QUIPs Company Order(vDOC).DOC	
948	ACPI/AWP	Email	11/4/2002	Sachs-Orni	Kiapp-Tom; Dietrich-Alan; Manion-Michael P; Allan Karell (E-mail)	Irving-Euclid A; McCarrick-James; Voyer-Michael; Steven Ruffatto (E-mail)	NorthWestern - Assignment of Transition Bonds	
949	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-AssignmentBL.pdf	
950	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-AssignmentBL.pdf	
951	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-OffCarrNWE.pdf	
952	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-OffCarrNWE-BL.pdf	
953	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-PH/WMOOpinion.pdf	
954	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-PH/WMOOpinion.pdf	
955	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-PH/WMOOpinionBL.pdf	
956	ACPI/AWP	Attachment	11/4/2002				TransitionBonds-MontanaOpinion.pdf	
957	ACPI/AWP	Attachment	11/4/2002				NG Transition Bonds Montana Power; In house opinion(v5).DOC	
958	ACPI/AWP	Attachment	11/4/2002				NG Transition Bonds Montana Power; In house opinion(v5).DOC	
959	ACPI/AWP	Attachment	11/4/2002				NG Transition Bonds Montana Power; In house opinion(vDOC).DOC	
960	ACPI/AWP	Attachment	11/4/2002				NG Transition Bonds Montana Power; In house opinion(vDOC).DOC	
							TransitionBonds-MontanaOpinionBL.pdf	
961	ACPI/AWP	Email	11/4/2002	Showalter-Patricia	Jacobsen-Eric; Orme-Kipp; Walsh-Richard P; Dietrich-Alan; Manion-Michael P; Lopach-Dennis; Asay-John P (Pat); Reardon-Pat; Ng-Emilee; Schrum-Roger; Donna Header (E-mail); Young-Michael; Thompson-Mark; Mike Neiman (E-mail); Whiteside-Kurt; Nolande-Jan; VanCamp-John; Kovash-Keith K; Steve Ruffatto (E-mail); Leslie Thomson (E-mail); Mary Dyre (E-mail); Irving-Euclid A; Kiapp-Tom; Patricia-Charles; Hong-Jennifer L; Scharfenberg-William P.; Rushton-Lisa K.; Crowe-Christine M.; McCarrick-James; Sachs-Orni; Bayeau-Douglas R.; Corboy-Kevin; Schwartz-Melissa C.; Coddon-Ever; Gibau-Heyman-Shayn; DeGrandis-Bill D.; Kline-Scott C.; Gerard-Nicole; Altorelli-John J.; Shmulewitz-Jennifer	Voyer-Michael; Levin-Janice E.		
962	ACPI/AWP	Attachment	11/4/2002				Email attaching current versions of the Time and Responsibility Checklists and containing comments by Patricia Showalter and Michael Voyer.	
963	ACPI/AWP	Attachment	11/4/2002				Marked - Time and Responsibility Checklist - Flat	
964	ACPI/AWP	Attachment	7/31/2002				Structure Closing doc	
965	ACPI/AWP	Attachment	7/29/2002				MFC RestructuringMemo.doc	
966	ACPI/AWP	Attachment	7/31/2002				MFC RestructuringResDOC	
967	ACPI/AWP	Attachment	7/25/2002				QuipsMemo.doc (NOR 441828)	
968	ACPI/AWP	Email	10/31/2002	Voytek-Michael	Irving-Euclid A; Dietrich-Alan	Showalter-Patricia	QuipsRes.DOC (NOR 441829-441832)	
969	ACPI/AWP	Email	11/1/2002	Dietrich-Alan	Devoe-Michael		Fw: Northwestern - assignment agreement of IP v1.DOC	
							Fw: Northwestern - assignment agreement of IP v1.DOC	

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
970	ACPI/AWP	Attachment	10/31/2002				Northwestern ... assignment agreement of IP v1.DOC
971	ACPI/AWP	Email	10/4/2002	Stanford-Marcia	Dietrich-Alan		Weller-Steven
972	ACPI/AWP	Attachment	10/4/2002				NorthWestern Notice of Succession
973	ACPI/AWP	Attachment	10/4/2002				NorthWestern Tariff (Sealed version).DOC
974	AWP	Email	10/3/2002	Knapp-Tom	Dietrich-Alan		NW-Notice of Succession.DOC
975	AWP	Attachment	10/3/2002				FW: NG Transition Bonds NorthWestern Assignment and Assumption Agreement
976	ACPI/AWP	Email	10/3/2002	Dietrich-Alan	Knapp-Tom		NorthWestern- Assignment and Assumption Agreement
977	ACPI/AWP	Email	10/3/2002	Knapp-Tom	Dietrich-Alan		Natural Gas Bonds(v6).DOC
978	ACPI/AWP	Attachment	10/3/2002				FW: NG Transition Bonds NorthWestern In house
979	ACPI/AWP	Email	9/25/2002	Knapp-Tom	Dietrich-Alan		Opinion_v1.DOC
980	ACPI/AWP	Attachment	8/23/2002				FW: NG Transition Bonds NorthWestern In house
981	ACPI/AWP	Attachment	8/23/2002				Opinion_v1.DOC
982	ACPI/AWP	Attachment	9/27/2002				FW: NG Transition Bonds NorthWestern In house
983	ACPI/AWP	Attachment	9/27/2002				Opinion_v1.DOC
984	ACPI/AWP	Attachment	9/27/2002				FW: Colstrip Lease Documents
985	ACPI/AWP	Attachment	9/27/2002				Colstrip PHJW Tax Opinion_v4.DOC
986	ACPI/AWP	Email	9/27/2002	Dietrich-Alan	Knapp-Tom		Colstrip PHJW Contract Compliance Opinion_v3.DOC
987	ACPI/AWP	Email	9/25/2002	Knapp-Tom	Dietrich-Alan		Colstrip Leases Assumption Agreement_v5.DOC
988	ACPI/AWP	Attachment	8/23/2002				Colstrip Officer's certificate NOR_v4.DOC
989	ACPI/AWP	Attachment	8/23/2002				Colstrip Officer's certificate NOR_v4.DOC
990	ACPI/AWP	Attachment	9/27/2002				Colstrip Leases Assumption Agreement_v5.DOC
991	ACPI/AWP	Attachment	9/27/2002				Colstrip Officer's certificate NOR_v4.DOC
992	ACPI/AWP	Attachment	9/27/2002				Colstrip Leases Assumption Agreement_v5.DOC
993	ACPI/AWP	Attachment	9/27/2002				Colstrip Officer's certificate NOR_v4.DOC
994	ACP	Email	9/12/2002	Knapp-Tom	Haeder-Donna		Colstrip Officer's certificate NOR_v4.DOC
995	ACPI/AWP	Attachment	9/12/2002				Colstrip Officer's certificate NOR_v4.DOC
996	ACPI/AWP	Email	8/29/2002	Knapp-Tom	Dietrich-Alan		Colstrip Crowley Montana Tax Opinion_v3.DOC
997	ACPI/AWP	Attachment	8/30/2002				RE: Going Flat Transaction
998	ACPI/AWP	Attachment	8/30/2002				Northwestern energy restructuring summary
999	ACPI/AWP	Attachment	8/30/2002				de/scription(v1).DOC
1000	ACPI/AWP	Attachment	8/30/2002				FW: MPC Natural Gas Funding Trust, 6.20% Transition
1001	ACPI/AWP	Attachment	8/30/2002				Bonds

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1002	ACP/AWP	Attachment	8/30/2002				NG Transition Bonds Montana Power, In house Opinion, v3.DOC
1003	ACP/AWP	Email	8/29/2002	Dietrich-Alan	Knap-Tom		RE: MPC Natural Gas Funding Trust, 6.20% Transition Bonds
1004	ACP	Email	8/23/2002	Knap-Tom			
1005	ACP	Attachment	8/26/2002				Time and Responsibility Checklist for Going Flat Closing
1006	ACP/AWP	Email	8/27/2002	Balyeat-Douglas R.	Dietrich-Alan	Hanson-Mike	Time and Responsibility Checklist - Flat Structure
1007	ACP/AWP	Email	8/27/2002	Balyeat-Douglas R.	Dietrich-Alan		Appendices to TR Checklist(v1).DOC
1008	ACP/AWP	Attachment	11/27/2002				RE: Workers Compensation Self-Insurance
1009	ACP	Email	11/27/2002	Knap-Tom	Hanson-Mike		Transfer Agt (GOOD)(v19).DOC
1010	ACP	Email	11/21/2002	Knap-Tom			FW: Going Flat
1011	ACP	Email	11/21/2002	Knap-Tom			
1012	ACP/AWP	Email	11/14/2002	Gernard-Nicole	Orme-Kipp		
1013	ACP/AWP	Attachment	11/14/2002				RE: NOR Going-Flat(v3).DOC
1014	ACP/AWP	Attachment	11/14/2002				Asset and Stock Transfer Agreement- NOR and NWE(v1).DOC
1015	ACP/AWP	Attachment	11/14/2002				Press Release re NOR Going-Flat(v3).DOC
1016	ACP/AWP	Attachment	11/14/2002				Asset and Stock Transfer Agreement- NOR and NWE(v2).DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1017	ACPA/AWP	Email	11/11/2002	Showalter-Patricia	Voytek-Michael; Levin-Janice E. Smulowitz-Jennifer		
1018	ACPA/AWP	Attachment	11/11/2002				Revised Time and Responsibility Checklist
1019	ACPA/AWP	Attachment	11/11/2002	Sachs-Omri			Time and Responsibility Checklist - Flat Structure
1020	ACPA/AWP	Email	11/14/2002	Dietrich-Alan			Closing (dean).doc
1021	ACPA/AWP	Attachment	11/14/2002				Time and Responsibility Checklist - Flat Structure
1022	ACPA/AWP	Email	11/14/2002	Sachs-Omri			Closing (marked).doc
1023	ACPA/AWP	Attachment	11/14/2002	Dietrich-Alan			McCarrick-James
							Castriop Leases Assumption Agreement v7.DOC
							Castriop Leases Assumption Agreement v7.DOC
1024	ACPA/AWP	Attachment	11/14/2002				Castriop Leverage Lease Documents
1025	ACPA/AWP	Attachment	11/14/2002				Castriop Officer's certificate NOR(v6).DOC
1026	ACPA/AWP	Attachment	11/14/2002				Castriop consent by Corporate Owner Trustee, Owner
1027	ACPA/AWP	Attachment	11/14/2002				Trustee, Indenture Trustee and Owner
1028	ACPA/AWP	Attachment	11/14/2002				Participant(v6).DOC
1029	ACPA/AWP	Email	11/13/2002	Dietrich-Alan			Castriop PHJW Contract Compliance Opinion(v5).DOC
1030	ACPA/AWP	Attachment	11/13/2002	Peterson-ToAnne			Opinion letter(v2).DOC
							Tax Opinion Letter 10-4-02 - 2nd version.doc
1031	ACPA/AWP	Email	1/6/2003	Patricia-Charles	Knapp-Tom; Pollock-Thomas R.; Hong-Jennifer L.		certificate
1032	ACPA/AWP	Attachment	1/6/2003				GERT-RES8.DOC
1033	ACPA/AWP	Email	10/17/2002	Knap-Tom			Fw: HP Digital Sender Module Document
				Dietrich-Alan			Document.pdf
1034	ACPA/AWP	Attachment	10/17/2002				Fw: NorthWestern -- Going Flat Transaction
							Time and Responsibility Checklist - Flat Structure
1035	ACPA/AWP	Attachment	10/17/2002				Closing(v11).DOC
							Time and Responsibility Checklist - Flat Structure
1036	ACPA	Email	4/2/2002	Dietrich-Alan	Jacobsen-Eric		Closing(v10).DOC
							Northwestern Corporation 10-K
1037	ACPA/AWP	Email	3/7/2001	Dietrich-Alan	Young-Michael		2001Form10KADComments.doc
1038	ACPA/AWP	Attachment	3/7/2001				NCR2000TestatedCertificateofIncG.doc
1040	ACPA/AWP	Attachment	3/7/2001				NCRBy-Laws2001.DOC
1041	ACPA/AWP	Attachment	3/7/2001				StockOptionAmarap2001.doc
1042	ACPA/AWP	Attachment	3/7/2001				NCRPerformancePlan.doc
1043	ACPA/AWP	Email	3/27/2002	Kline-Scott C.	Vesco-Elaine A.		Form 10-K March 2001
					Dietrich-Alan		

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1044	ACP/AWP	Attachment	3/27/2002				Attached draft Form 10-K [containing PHJ/W comments]
1045	ACP/AWP	Email	8/30/2002	Petersen-Mark	Dietrich-Alan	Taylor-Michael;Weitz-Mark	Section 16 Reporting
1046	ACP/AWP	Email	8/29/2002	Petersen-Mark	Dietrich-Alan		Section 16 Info-DRAFT
1047	ACP/ANP	Email	3/26/2002	Dietrich-Alan	Buus-Joylyn; scottkline @ paulhastings.com	Jacobsen-Eric	10-K [containing comments in email and attached drafts]
1048	ACP/ANP	Email	3/26/2002	Jacobsen-Eric	Dietrich-Alan; Buus-Joylyn		FW: 10-K Draft
1049	ACP/ANP	Attachment	3/26/2002				10-K version 3-26-02.DOC
1050	ACP/ANP	Attachment	3/26/2002				AA Rep Exhibit 99.doc
1051	ACP	Email	3/20/2002	Buus-Joylyn	Hylland-Frichard; Jacobsen-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; scottkline @ paulhastings.com; Craig Arends (E-mail); Dave Olson (E-mail); Dietrich-Alan		Form 10-K Draft
1052	ACP	Attachment	3/20/2002				Form 10-K Draft 3.20.02.DOC
1053	ACP/ANP	Email	3/20/2002	Dietrich-Alan	Buus-Joylyn; Young-Michael		FW: NOR 10-K
1054	ACP/ANP	Attachment	3/20/2002				NORTHWESTERN ANNUAL DISCLOSURE DOCUMENTS - 2001 10-K draft(v).DOC
1055	ACP/ANP	Email	8/14/2003	Kline-Scott C.	Dietrich-Alan		Attached Attachments
1056	ACP/ANP	Attachment	8/14/2003				NOR - Draft Exparents Note v2.DOC
1057	ACP/ANP	Attachment	8/14/2003				NOR- Draft Exparents Omnibus Resolutions_v2.DOC
1058	ACP	Email	11/14/2002	Gerard-Nicole	Orme-Kipp	Jacobsen-Eric;Smook-Karen;Dietrich-Alan;Schrum-Roger;Kline-Scott C.	Going Flat Filing
1059	ACP/ANP	Email	9/1/2003	Sparks-M Kanheen	Dietrich-Alan		RE: Address to Send Stock Certificates
1060	ACP/ANP	Attachment	8/27/2002				Stock Certificate Itr.doc
1061	ACP/ANP	Attachment	9/1/2003				Going Flat Closing Index.doc
1062	ACP	Email	3/29/2002	Dietrich-Alan	scottkline @ paulhastings.com	Buus-Joylyn; Young-Michael; Jacobsen-Eric	FW: NOR - Flatfish - U-1 for 3(a)3 v3.DOC
1063	ACP/ANP	Email	2/13/2002	Johnson-Joseph T.	Dietrich-Alan	josephjohnson @ paulhastings.com;Charles Patrizia (E-mail);eudicdriving @ paulhastings.com	FW: NOR - Flatfish - U-1 for 3(a)3 v3.DOC
1064	ACP/ANP	Email	2/13/2002	Dietrich-Alan			FW: NOR - Flatfish - U-1 for 3(a)3 v3.DOC
1065	AWP	Attachment	2/13/2002				NOR - Flatfish - U-1 for 3(a)3 v3.DOC
1066	ACP	Email	8/9/2002	Gerard-Nicole	Senechal-Ellen M;Dietrich-Alan;Orme-Kipp;Hanson-C. (CEO)	Smook-Karen;Bohrer-Connie;Kline-Scott C.	Additional documents for signature today
1067	ACP/ANP	Email	2/11/2002	Hong-Jennifer L.	Dietrich-Alan		FW: Revised Draft Opinion Letter
1068	ACP/ANP	Attachment	2/11/2002				Stale copy of Revised Draft Opinion Letter.doc
1069	ACP/ANP	Email	8/9/2002	Gerrard-Nicole	Orme-Kipp;Whitesel-Kurt	Documents for signature today	
1070	ANP	Attachment	8/9/2002				Appointments of Atom Trustees of MPCI - Senechal and Pederson(v3).DOC
1071	ANP	Attachment	8/9/2002				Amendment of Trust Agreement of MPCI - Senechal and Pederson(v3).DOC
1072	ACP	Email	8/9/2002	Smook-Karen	nicolegerard @ paulhastings.com	Dietrich-Alan;Rander-Paula	FW: Documents for signature today
1073	ACP/ANP	Email	11/19/2001	Pollock-Thomas R.	Jacobsen-Eric; Dietrich-Alan	FW: NorthWestern - Debt and Equity Charts	
1074	ACP/ANP	Attachment	11/19/2001				Organization Debt Chart - NorthWestern(v4).DOC
1075	ACP/ANP	Attachment	11/19/2001				Organization Equity Chart - NorthWestern(v4).DOC
1076	ACP/ANP	Email	8/22/2002	Gerrard-Nicole	Jacobsen-Eric;Dietrich-Alan	Pollock-Thomas R;Zuppone-Michael;Kline-Scott C.	NOR - Going-Flat - Step One Documents
1077	ANP	Attachment	8/22/2002				Company Order - NOR LLC(v3).DOC
1078	AWP	Attachment	8/22/2002				Second Supplemental Indenture - NOR LLC(v3).DOC

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1097	AWP	Attachment	8/5/2002				Appointment of Admin Trustees of MPCI - Senechal and Federson(v2).DOC
1098	AWP	Attachment	8/5/2002				Resignation of Admin Trustees of MPCI - Senechal and Federson(v2).DOC
1099	ACPI/AWP	Email	10/22/2002	Hong-Jennifer L.	Dietrich-Alan; Jacobson-Eric		
1100	ACPI/AWP	Attachment	10/22/2002				Patrizia-Charles
1101	ACPI/AWP	Attachment	10/22/2002				MPC Application for Mortgage Bonds(v1).DOC
1102	ACPI/AWP	Attachment	10/22/2002				MPC Application for PUHCA determination(v1).DOC
1103	ACPI/AWP	Email	10/15/2002	Vojtek-Michael	Dietrich-Alan; Knapp-Tom		NOR Securities Application for 1st Mortgage Bond(v1).DOC
1104	ACPI/AWP	Attachment	10/15/2002				Montana Restructuring - Courtesy Notice to Trustee under NOR's GM1
1105	ACPI/AWP	Email	9/17/2002	Dietrich-Alan	Knapp-Tom		new energy letter(v2).DOC
1106	ACPI/AWP	Email	9/17/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		FW: First Mortgage
1107	ACPI/AWP	Attachment	9/17/2002				First Mgt Cover letter_v3.DOC
1108	ACPI/AWP	Attachment	9/15/2002				First Mgt Side Letter Opinion_v3.DOC
1109	ACPI/AWP	Attachment	9/17/2002				First Mgt Twenty-First Supplemental Indenture_v5.DOC
1110	ACPI/AWP	Attachment	9/17/2002				First Mortgage Company Application_v3.DOC
1111	ACPI/AWP	Attachment	9/17/2002				First Mgt Officer's Certificate_v3.DOC
1112	ACPI/AWP	Attachment	9/17/2002				First Mgt Crowley/Opinion_v3.DOC
1113	ACPI/AWP	Attachment	9/17/2002				First Mgt In-house Good Standing Opinion
1114	ACPI/AWP	Email	9/17/2002	Dietrich-Alan	Knapp-Tom		First Mgt (Montana) v3.DOC
1115	ACPI/AWP	Email	9/17/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		QJIPs
1116	ACPI/AWP	Attachment	9/17/2002				FW: QJIPs
1117	ACPI/AWP	Attachment	9/15/2002				QJIPs Cover letter_v4.DOC
1118	ACPI/AWP	Attachment	9/17/2002				QJIPs Officer's Certificate_v4.DOC
1119	ACPI/AWP	Attachment	9/17/2002				QJIPs Company Order_v5.DOC
1120	ACPI/AWP	Attachment	9/15/2002				QJIPs 3rd Supplemental Indenture_v3.DOC
1121	ACPI/AWP	Attachment	9/15/2002				QJIPs PHW Contract Compliance Opinion_v4.DOC
1122	ACPI/AWP	Attachment	9/15/2002				QJIPs Assumption Agreement (Guarantee) v2.DOC
1123	ACPI/AWP	Email	9/11/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		QJIPs Assignment of Obligations under Trust and Expenses and Liabilities Agreements_v2.DOC
1124	ACPI/AWP	Attachment	9/11/2002				Medium Term Notes
1125	ACPI/AWP	Attachment	9/12/2002				Northwestern - Citibank MTN - Officer's Certificate_v6.DOC
1126	ACPI/AWP	Attachment	9/11/2002				Northwestern - Citibank MTN - Supplement Indenture_v4.DOC
1127	ACPI/AWP	Attachment	9/12/2002				Northwestern Citibank MTN - Opinion_v6.DOC
1128	ACPI/AWP	Email	9/11/2002	Knapp-Tom	Dietrich-Alan; Orme-Kipp		Northwestern - Form of Letter to Citibank as Trustee to Unsured Mid Term Note v3.DOC
1129	ACPI/AWP	Attachment	9/12/2002				Pollution Control Revenue Bonds_v1998 Series
1130	ACPI/AWP	Attachment	9/12/2002				PCRB 1993B Notice Letter to Trustee_v5.DOC
1131	ACPI/AWP	Attachment	9/12/2002				PCRB 1993B Assumption Agreement_v7.DOC
1132	ACPI/AWP	Email	9/12/2002	Dietrich-Alan	Knapp-Tom		Pollution Control Series 1993B - Opinion of Montana Counsel_v6.DOC
							FW: Pollution Control Revenue Bonds_1993B Series

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1133	ACP/AWP	Email	9/11/2002	Knap-Tom	Dietrich-Alan; Orme-Kipp		Pollution Control Revenue Bonds: 1993B Series
1134	ACP/AWP	Attachment	9/12/2002				PCRB 1993B Notice Letter to Trustee v5.DOC
1135	ACP/AWP	Attachment	9/12/2002				PCRB 1993B Assumption Agreement v7.DOC
1136	ACP/AWP	Attachment	9/12/2002				Pollution control Series 1993B - Opinion of Montana Counsel v6.DOC
1137	ACP/AWP	Email	7/17/2002	Paltzitz-Charles	Dietrich-Alan		RE: NorthWestern Energy LLC Q1Q3 issues
1138	ACP/AWP	Attachment	7/17/2002		stevekoh@earthlink.net; Weitz-Mark; Ron Depue; Brand@bbbh.com; Leo@bbbh.com; Stan@bbbh.com; wpp@pearce-durink.com	Conboy-Kevin; Dietrich-Alan	Draft CSFB Credit Agreement
1139	ACP/AWP	Email	12/18/2002	Schwartz-Melissa C.			NOR - Clean Schedules.doc
1140	ACP/AWP	Attachment	12/18/2002				NOR - Redlined Schedules.doc
1141	ACP/AWP	Attachment	12/18/2002				NW 2002 Credit Agreement #773424_v8.DOC
1142	ACP/AWP	Attachment	12/18/2002				NW 2002 Credit Agreement #773424_v9TFC.DOC
1143	ACP/AWP	Attachment	12/18/2002				Draft CSFB Credit Agreement
1144	ACP/AWP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan		CSFB Opinion
1145	ACP/AWP	Attachment	12/20/2002		Conboy-Kevin		NOR - Inhouse Opinion Redline.doc
1146	ACP/AWP	Email	12/20/2002	Schwartz-Melissa C.	Dietrich-Alan		CSFB Opinion
1147	ACP/AWP	Attachment	12/20/2002		Conboy-Kevin		NORTHWESTERN - Form of In-House Opinion_v2.DOC
1148	ACP/AWP	Email	12/19/2002	Schwartz-Melissa C.	Dietrich-Alan		NORTHWESTERN - Revised In-House Opinion
1149	ACP/AWP	Attachment	12/19/2002		Smook-Karen		NOR - Redlined Inhouse Opinion.doc
1150	ACP/AWP	Email	12/16/2002	Smook-Karen			Closing Documents
1151	ACP/AWP	Attachment	12/16/2002				CSFBCreditFacilityOpinionDecember.doc
1152	ACP/AWP	Attachment	12/16/2002				CreditFacCreditFacilDOC
1153	ACP/AWP	Attachment	12/16/2002				CreditFacSecretCertCertificate.doc
				Orme-Kipp; Charles-John; Atkinson-Tim; Freida-Flick; Clark-Lonnie; Hanson-Miller; Young-Michael; Monaghan; David A; Newell-Daniel; Kennedy-Rob; Roark-Teri; Whitesell-Kurt; Grisee-Deborah; Kliever-Kendall; Foss; Chris; Jackson-Eric; Dietrich-Alan; Schium-Roger; Sheila-Mary; Younger-Chris; Nieman-Michael L	Drook-Gary; Hylland-Richard; Pollock-Thomas R.; Rob-Becky; Smook-Karen; Kline-Scott C.; Polack-Steven L. (US - Minneapolis); Bruce I. Smith (E-mail); MichaelDevoe@northwestern.com; Ng-Tammy; curl.kaufman@bluebeam.com; Lydic-Tammy		
1154	ACP/AWP	Email	3/8/2003	Tyras-Jonathan C.			Revised draft of Form 10-K
1155	ACP/AWP	Attachment	3/8/2003				NOR 2002 Form 10-K(v9).DOC
1156	ACP/AWP	Attachment	3/8/2003				blackline 10K.DOC

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1157	ACP/AWN	Email	3/20/2003	Tyras, Jonathan C.	Drook-Gary; Bruce I. Smith; Larry Nass; Jerry Johnson; Hylland-Richard; Roof-Becky; Smook-Karen; Snider-Mark; Devoe-Michael; Ng-Ermine; Vesco-Elaine A; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Delta Grotta- John F.; Kline-Scott C.; Zuppone-Michael; Morrow-Donald L.; Reding-John A.; Ruston-Lisa K.; Hong-Jennifer L.; Patricia-Charles; Conboy-Kevin; Feldstein-Hydee R.; Austin-Jesse; Bartella-E; Lawrence; Schwartz-Melissa C.; Platack- Steven L. (D&T); Arends-Craig (D&T); Cotton-Jeff (D&T); Hare-Brett (D&T); Hoffman-Cliff (D&T)	Revised draft of Form 10-K	
1158	ACP/AWN	Attachment	3/20/2003	Nieman-Michael L.		NOR 2002 Form 10-Kv17.DOC	
1159	ACP/AWN	Attachment	3/20/2003			RE: RE: CSFB CREDIT AGREEMENT - Draft Schedules	
1160	ACP/AWN	Email	12/16/2002	Nieman-Michael L.		Schedule Redline.doc	
1161	ACP/AWN	Attachment	12/16/2002			FN: NorthwestnCSFB Credit Agreement - Draft Schedules and Certificates	
1162	ACP/AWN	Email	12/16/2002	Dietrich-Alan		Draft NOR Closing Certificate.doc	
1163	ACP/AWN	Attachment	12/14/2002			Draft NOR Schedules.doc	
1164	ACP/AWN	Attachment	12/14/2002			NOR Secretary Certificate.doc	
1165	ACP/AWN	Attachment	12/16/2002				
1166	ACP/AWN	Email	12/14/2002	Knapp-Tom	Schwartz-Melissa C.; Dietrich-Alan; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Patrizia-Charles; Hong-Jennifer L.; Ruston-Lisa K.; Tyras-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules
1167	ACP/AWN	Attachment	12/14/2002			RedlineCSFB.doc	
1168	ACP/AWN	Email	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan; Knapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.; Ruston-Lisa K.; Tyras-Jonathan C.	RE: CSFB Credit Agreement - Draft Schedules
1169	ACP/AWN	Attachment	12/14/2002			CSFB Credit Agreement - Draft Schedules	
1170	ACP/AWN	Email	12/13/2002	Dietrich-Alan		Schedule Redline.doc	
1171	ACP/AWN	Attachment	12/13/2002				
1172	ACP/AWN	Attachment	12/13/2002				
1173	ACP/AWN	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Knapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	thomaspollock@paulhastings.com; melissaschwartz@paulhastings.com; kevinconboy@paulhastings.com	RE: CSFB Credit Agreement - Draft Schedules
1174	ACP/AWN	Attachment	12/13/2002			Credit Agreement - #713425_RFTF.tif	
1175	ACP/AWN	Attachment	12/13/2002			CreditAgreementDiscSchedules.doc	
1176	ACP/AWN	Email	12/14/2002	Schwartz-Melissa C.	wpp@pearce-durick.com; wppear@bis.midco.net	Pollock-Thomas R.; Conboy-Kevin; Patricia-Charles; Hong-Jennifer L.	Redline.doc
1177	ACP/AWN	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan; Knapp-Tom; Young-Michael; Nieman-Michael L.; Jacobsen-Eric; Orme-Kipp	Discussion of Draft CSFB Credit Agreement	
						RE: CSFB Credit Agreement - Draft Schedules	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1178	ACPI/AMP	Email	12/13/2002	Conboy-Kevin	Dietrich-Alan		FW: NW 2002 Credit Facility - First Draft of Credit Agreement
1179	ACPI/AMP	Attachment	12/13/2002				Credit Agreement - #73424_v4.DOC
1180	ACPI/AMP	Email	12/13/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich-Alan; Nieman-Michael L.	Conboy-Kevin; Pollock-Thomas R.; Patricia-Charles; Tyras-Jonathan C.	CSFB Credit Agreement - Draft Schedules
1181	ACPI/AMP	Attachment	12/13/2002				schedules.doc
1182	ACPI/AMP	Email	11/8/2002	McCarrick-James	Cantor-Jonathan; aplante-Robert	Atta-Yen (E-mail); Miller-Richard A.; William J. Smith (E-mail); Knapp-Tom; Irving-Euclid A.; Short-Andrew M.; Sachs-Omri; McGrath-Sean H.; Ivanegmoint@reedsmith.com; Marion-Michael P.; Nieman-Michael L.; Dietrich-Alan; Allan L. Karel (E-mail); Irving-Euclid A.; Voytek-Michael	RE: NorthWestern Energy: Revised Comments to Paul Hastings Tax Opinion
1183	ACPI/AMP	Email	11/8/2002	Triple-Kimberly	Jacobsen-Eric; Dietrich-Alan; Knapp-Tom	Draft Officer's Certificate and Legal Opinion	
1184	ACPI/AMP	Attachment	11/8/2002				Officer's Certificate(v1).DOC
1185	ACPI/AMP	Attachment	11/8/2002				Legal Opinion(v1).DOC
1186	ACPI/AMP	Email	11/8/2002	Dietrich-Alan	Sachs-Omri	Knapp-Tom	Opinions
1187	ACPI/AMP	Attachment	11/5/2002				LetterTemplate2002adp.doc
1188	ACPI/AMP	Attachment	11/5/2002				LetterTemplate2002adp2.doc
1189	ACPI/AMP	Attachment	11/5/2002				LetterTemplate2002adp3.doc
1190	ACPI/AMP	Attachment	11/5/2002				LetterTemplate2002adp4.doc
1191	ACPI/AMP	Email	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom	Revised Regulation
1192	ACPI/AMP	Email	10/29/2002	Dietrich-Alan	Hong-Jennifer L.	Knapp-Tom; Patricia-Charles	RE: FERC Securities Application
1193	ACPI/AMP	Attachment	10/29/2002				MPC RestructuringRes DOC
1194	ACPI/AMP	Email	3/18/2003	Knapp-Tom	Dietrich-Alan		FW: Comments on Revised draft 10-K
1195	ACPI/AMP	Email	3/18/2003	Patrizia-Charles	Dietrich-Alan		FW: Comments on Revised draft 10-K
1196	ACPI/AMP	Email	3/17/2003	Dietrich-Alan	Knapp-Tom		NOR Form 10-K(v6).DOC
1197	ACPI/AMP	Attachment	3/17/2003				Revised draft of Form 10-K
1198	ACPI/AMP	Attachment	3/15/2003				blockline 10-K.DOC
1199	ACPI/AMP	Email	3/15/2003	Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric; Charters-John; Atkinson-Tim; Friesa-Rick; Clark-Lonnie; Hanson-Mike; Young-Michael; Monaghan-David A.; Neveil-Daniel; Kennedy-Rob; Roark-Terri; Whitesel-Kurt; Grisez-Deborah; Kiewer-Kendall; Fonss-Chris; Dietrich-Alan; Schum-Roger; Sheila-Mary; Younger-Chris; Nieman-Michael L.	Drook-Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Roof-Becky; Smook-Karen; Sander-Mark; Davos-Michael; Ng-Emmille; Vesco-Elaine A.; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pollock-Thomas R.; Della Grotta; John F. Kline-Scott C.; Zuppone-Michael; Morrow-Donald L.; Redding-John A.; Rustion-Iisa K.; Hong-Jennifer L.; Patrizia-Charles; Conboy-Kevin; Feldstein-Hyde R.; Austin-Jesse; Barcella-E.; Lawrence; Polacek-Steven L.; Aiends-Craig; Cotton-Jeff; Hare-Brett; Hoffmann-Cliff	Revised draft of Form 10-K
1200	ACP	Email	2/14/2002	Young-Michael	Kline-Scott C.; Dietrich-Alan	Saks-Scott R.; Davis-G. Eric	RE: NorthWestern Corp. Business Section
1201	ACPI/AMP	Email	2/26/2002	Dietrich-Alan	Jacobsen-Eric	Revised Gas Operations Section	
1202	AMP	Attachment	2/26/2002				Gas Operations doc

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1203	ACP	Email	3/1/2002	Jacobsen-Eric	Thomas (Tom) R. Pollock (E-mail)	William (Bill) F. Schwitter (E-mail);Buus-Joylyn;Orme-Kipp;Dietrich-Alan;Young-Michael (Corporate)	FW: MD&A Draft 2.26.dox FW: MD&A REMINDER
1204	ACP/AWP	Attachment	2/26/2002		Pollock-Thomas R.	Jacobsen-Eric	FW: MD&A Draft 2.26.dox
1205	ACP	Email	3/1/2002		Davis-G, Eric	Dietrich-Alan;Jacobsen-Eric	RE: MD&A REMINDER
1206	ACP	Email	3/4/2002		Kline-Scott C.	Dietrich-Alan;Jacobsen-Eric	FW: Northwestern Bond10-K Time Line_v2.XLS
1207	ACP/AWP	Email	3/5/2002		Pollock-Thomas R.	Jacobsen-Eric;Dietrich-Alan	RE: Northwestern Bond10-K Time Line_v2.XLS
1208	ACP/AWP	Email	3/5/2002				NorthWestern 10-K Time Line_v2.XLS
1209	ACP/AWP	Attachment	3/5/2002				NorthWestern Bond10-K Time Line_v2.XLS
1210	ACP/AWP	Email	3/28/2002		Niemann-Michael L	Dietrich-Alan	RE: Form 10-K March 2001
1211	ACP/AWP	Email	3/28/2002		Tyres, Jon	Buus-Joylyn;Young-Michael;Dietrich-Alan	Northwestern Corporation 10-K405 Proof Attachments
1212	ACP/AWP	Attachment	3/28/2002			Robert Lawrence	J3056C2502_17_proof.pdf
1213	ACP/AWP	Attachment	3/28/2002				J3056C2502_17_proof.htm
1214	ACP/AWP	Email	4/1/2002		Buus-Joylyn	scottkline@paulhastings.com; Young-Michael; Dietrich-Alan	Evans-Liz; Lydic-Tammy; Dawn Dexter (E-mail); Jody Ollbrantz (E-mail);
1215	ACP/AWP	Email	4/1/2002		Orme-Kipp	Buus-Joylyn	Dietrich-Alan; Whitesel-Kurt; Young-Michael; Jacobsen-Eric
1216	ACP/AWP	Email	4/1/2002		Pollock-Thomas R.	Kline-Scott C.; Dietrich-Alan	RE: Northwestern Corporation 10-K405 Proof Files
1217	ACP/AWP	Email	4/1/2002		Tyres, Jon	Buus-Joylyn; Young-Michael; Dietrich-Alan	RE: Northwestern Corporation 10-K405 Proof Files
1218	ACP/AWP	Attachment	4/1/2002			Robert Lawrence	Attached draft Form 10-K
1219	ACP/AWP	Attachment	4/1/2002				Attached draft Form 10-K
1220	ACP/AWP	Email	4/1/2002		Kline-Scott C.	Pollock-Thomas R.; Dietrich-Alan	NorthWestern 10-K
1221	ACP/AWP	Email	4/1/2002		Tyres, Jon	Buus-Joylyn; Young-Michael; Dietrich-Alan	Northwestern Corporation 10-K405 Proof Files
1222	ACP/AWP	Attachment	4/1/2002			Robert Lawrence	Attached draft Form 10-K
1223	ACP/AWP	Attachment	4/1/2002				Attached draft Form 10-K
1224	ACP/AWP	Email	10/8/2002		Ng-Ernie; Schum-Roger; Dietrich-Alan	B-K	
1225	ACP/AWP	Attachment	10/8/2002				10-08-02 NOR equity - UA 8-K(v1).DOC
					Whitesel-Kurt; Dietrich-Alan; Hanson-Mike (CEO); Monaghan-David A; Young-Michael; Charters-John; Fresta-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Sander-Mark; Devos-Michael	FW: Disclosure Comm & Sarbanes Oxley (NOR 452811)	
1226	ACP/AWP	Email	11/8/2002	Jacobsen-Eric	Orme-Kipp	1 - Disci Comm Intro Memo 11.8.02.doc	
1227	ACP/AWP	Attachment	11/8/2002			2 - Disclosure Controls and Procedures (FINAL).DOC	
1228	ACP/AWP	Attachment	11/8/2002			3 - Disci Comm & Sub-Comm Org Chart(v1).PPT	
1229	ACP/AWP	Attachment	11/8/2002			4 - Disci Comm Timeline 3rd Qtr 10-Q 2002 (FINAL).DOC	
1230	ACP/AWP	Attachment	11/8/2002			5 - Prior Report 10-QA 6.30.02.PDF	
1231	ACP/AWP	Attachment	11/8/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1232	ACP/ANP	Email	11/9/2002	Whitesel-Kurt	Orme-Kipp; Bruce Smith; Gary Drock; Hyland-Richard; Jerry Johnson; Larry Ness; Lewis Merle; Marilyn Seymann; Randy Darcy; Jacobsen-Eric; Dietrich-Alan; Hansor-Mike; Monaghan-David A; Young-Michael; Charters-John; Fresia-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Smook-Karen; Hoffman-Cliff; Polack-Steven L.; Arends-Craig; Pollock-Thomas R.	Smook-Karen; Candy Boub; Diane Dutcher; Irene Feltner; Peg Richter; Suzette Buron; Fornash-Barbara; Dewey-Irene	2002 10Q September doc
1233	ACP/ANP	Attachment	11/9/2002		Jacobsen-Eric; Orme-Kipp; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	NorthWestern 3rd Quarter 10Q Working Draft
1234	ACP/ANP	Email	11/12/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Dietrich-Alan; Hansor-Mike; Monaghan-David A; Young-Michael; Charters-John; Fresia-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Smook-Karen	Sub-CC	Memos and Certifications to Disclosure Committee and Sub-CC
1235	ACP/ANP	Attachment	11/12/2002		Jacobsen-Eric; Orme-Kipp; Dietrich-Alan; Dietrich-Daniel; Fresia-Rick; Atkinson-Tim; Newell-Daniel; Kennedy-Rob; Smook-Karen	Updated 10Q	Attached email from Nicole Gerrard re: delivery of corporate documents
1236	ACP/ANP	Email	11/12/2002	Whitesel-Kurt	Bruce Smith; Jerry Johnson; Larry Ness; Charters-Daniel; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; mstrider @ aolclaw.com; Monaghan-David A; Hansor-Mike; Young-Michael; Polack-Steven L.; Arends-Craig; Pollock-Thomas R.; Whitesel-Kurt; Dietrich-Alan; Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Candy Boub; Peg Richter; Lewis-Marie; Hyland-Richard; Jacobsen-Eric; Bohrer-Kelly; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	3rd Quarter 10Q Disclosure Review Meetings (Revised) Memos and Certifications to Disclosure Committee and Sub-CC Committees
1238	ACP/ANP	Email	11/12/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Attached email from Nicole Gerrard re: delivery of corporate documents
1239	ACP/ANP	Attachment	11/12/2002		Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Revision 2 - Memos and Certifications to Disclosure Committee and Sub-CC Committees
1240	ACP/ANP	Email	11/12/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	Attached email from Nicole Gerrard re: delivery of corporate documents
1241	ACP/ANP	Attachment	11/12/2002		Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; mstrider @ aolclaw.com; Monaghan-David A; Hansor-Mike; Young-Michael; Polack-Steven L.; Arends-Craig; Pollock-Thomas R.; Dietrich-Alan	Candy Boub; Peg Richter; Lewis-Marie; Hyland-Richard; Jacobsen-Eric; Bohrer-Kelly; Smook-Karen; Wilcox-Joyce F; Quick-Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Fornash-Barbara	RE: 3rd Quarter 10Q Disclosure Review Meetings (Revised) Memos and Certifications to Disclosure Committee and Sub-CC Committees
1242	ACP/ANP	Email	11/12/2002	Whitesel-Kurt	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	Randen-Paula; Bohrer-Kelly	0-email from PHJW (Revised) v3.doc
1243	ACP/ANP	Attachment	11/12/2002			2002 10Q September v2 clean.doc	2002 10Q September v3 clean.doc
1244	ACP/ANP	Attachment	11/12/2002			2002 10Q September v2 deadline doc	2002 10Q September v3 deadline doc
1245	ACP/ANP	Attachment	11/12/2002			V3-Memos and Certifications to Disclosure Committee and Sub-Committees	V3-Memos and Certifications to Disclosure Committee and Sub-Committees
1246	ACP/ANP	Attachment	11/12/2002			7-NOR Memo ERJ, Orme, Whitesel, Dietrich (Revised)	7-NOR Memo ERJ, Orme, Whitesel, Dietrich (Revised)
1247	ACP/ANP	Email	11/13/2002	Smook-Karen	Jacobsen-Eric; Orme-Kipp; Whitesel-Kurt; Dietrich-Alan	V3-DOC	8-NOR Disclosure ERJ, Orme, Whitesel, Dietrich (Revised) v3.DOC
1248	ACP/ANP	Attachment	11/13/2002				
1249	ACP/ANP	Attachment	11/13/2002				
1250	ACP/ANP	Attachment	11/13/2002				

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1251	ACPI/AWP	Attachment	1/1/3/2002				12-Disclosure Controls & Procedures Policy (Revised) v3.DOC
1252	ACPI/AWP	Attachment	1/1/3/2002				13-Memo Timeline to prepare 10-Q ended 093002 (revised) v3.DOC
1253	ACPI/AWP	Attachment	1/1/3/2002				13-Organizational Chart-Disclosure Committee (revised) v3.PPT
1254	ACPI/AWP	Email	1/1/3/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnider@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottklime@paulhastings.com	Candy Bout; Peg Richter; Lewis-Meredith; Hyland-Richard; Jacobson-Eric; Bohrer-Quick; Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Forman-Barbara	Updated 10Q filing
1255	ACPI/AWP	Attachment	1/1/3/2002				2002 10Q September v4 clean.doc
1256	ACPI/AWP	Attachment	1/1/3/2002				2002 10Q September v4 clean.doc
1257	ACPI/AWP	Email	1/1/4/2002	Whitesel-Kurt	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Michael; msnider@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottklime@paulhastings.com	Candy Bout; Peg Richter; Lewis-Meredith; Hyland-Richard; Jacobson-Eric; Bohrer-Quick; Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Forman-Barbara	RE: Updated 10Q filing - Redline Update
1258	ACPI/AWP	Email	1/1/4/2002	Whitesel-Kurt	Whitesel-Kurt; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnider@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael	Orme-Kipp; Jacobson-Eric; Dietrich-Alan	RE: Final Draft Comments
1259	ACPI/AWP	Email	1/1/4/2002	Jacobsen-Eric	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Michael; msnider@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottklime@paulhastings.com	Orme-Kipp; Dietrich-Alan	RE: Final Draft Comments
1260	ACPI/AWP	Email	1/1/4/2002	Charters-John	Whitesel-Kurt; Orme-Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters-John; Fresia-Rick; Atkinson-Tim; Kennedy-Rob; Newell-Daniel; Devoe-Michael; msnider@ebclaw.com; Monaghan-David A; Hanson-Mike; Young-Michael; Polacek-Steven L (US - Minneapolis); Arends-Craig (US - Minneapolis); Pollock-Thomas R.; Dietrich-Alan; Tyras-Jonathan C.; scottklime@paulhastings.com	Candy Bout; Peg Richter; Lewis-Meredith; Hyland-Richard; Jacobson-Eric; Bohrer-Quick; Laura; Yost-Laura; Wilson-Nicole; Price-Tonya; Dewey-Irene; Forman-Barbara	RE: Updated 10Q filing - Redline Update
1261	ACPI/AWP	Attachment	3/28/2002				Draft 2001 Form 10-K
1262	ACPI/AWP	Attachment	3/28/2002				Draft 2001 Form 10-K
1263	ACPI/AWP	Attachment	3/28/2002				Draft 2001 Form 10-K
1264	ACPI/AWP	Attachment	3/28/2002				Draft 2001 Form 10-K
1265	ACPI/AWP	Attachment	4/1/2002				Draft 2001 Form 10-K
1266	ACPI/AWP	Attachment	4/1/2002				Draft 2001 Form 10-K
1267	ACPI/AWP	Attachment	5/30/2003				2002 10Q September.doc

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1268	ACPAWP	Attachment	5/30/2003				2002 100 September v3 clean.doc
1269	ACPAWP	Attachment	5/30/2003				2002 100 September v3 clean.doc
1270	ACPAWP	Attachment	5/30/2003				2002 100 September v2 clean.doc
1271	ACPAWP	Attachment	5/30/2003				2002 100 September v2 clean.doc
1272	ACPAWP	Attachment	5/30/2003				2002 100 September v2 clean.doc
1273	ACPAWP	Attachment	5/30/2003				2002 100 September v4 clean.doc
1274	ACPAWP	Email	6/20/2003	Dietrich, Alan	nicolegerard@paulhastings.com		2002 100 September v4 rectified.doc
1275	ACPAWP	Email	7/14/2003	Knap-Tom	VanCamp-John; Dietrich, Alan; Ng, Emilie		FW: Replacement of QJPS Trustees
1276	ACPAWP	Attachment	7/14/2003				Appointment of Admin Trustees Montana Power Capital
1277	ACPAWP	Attachment	7/14/2003				I - Dietrich, Van Camp Ng(v1).DOC
1278	ACPAWP	Attachment	7/14/2003				Resignation of Admin Trustees of Montana Power
1279	ACPAWP	Attachment	7/14/2003				Capital I - Orme, Whitesel, Jacobsen(v1).DOC
							Amendment of Trust Agreement Montana Power Capital
							I - Orme, Whitesel, Jacobsen TO Dietrich, Van Camp, Ng(v1).DOC
							Letter to M. Lewiski re replacement of Admin Trustees
							Montana Power Capital I - Orme, Whitesel, Jacobsen
							TO Dietrich, Van Camp, Ng(v1).DOC
1280	ACPAWP	Email	4/6/2003	Kline-Scott C.	Drook-Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland-Richard; Roof; Smook-Karen; Snider-Mark; Devoe-Michael; Ng, Emilie; Vesco-Elaine A.; Rausch-Dan; Kaufman-Curt; Lydic-Tammy; Pellock-Thomas R.; Della Grotta-Don F.; Zappone-Michael; Morrow-Donald L.; Reding-John A.; Rushton-Lisa K.; Hong-Jennifer L.; Patricia-Charles; Conroy-Kevin; Feldstein-Hyde R.; Austin-Jesse; Barcella-E; Lawrence; Schwanz-Melissa C.; Polack-Steven L.; Avents-Craig; Cotton-Jeff; Hare-Brett; Hoffman-Cliff; Tyras-Jonathan C.		
1281	ACPAWP	Attachment	4/6/2003				Apr 5 Revised draft of Form 10-K
1282	ACPAWP	Attachment	4/6/2003				NOR - 2002 Form 10-K(v3).DOC
1283	ACPAWP	Email	7/31/2002	Jacobsen-Eric	Dietrich, Alan		RE: Proposed Memos to Accompany Resolutions for
1284	ACPAWP	Email	7/30/2002	Dietrich-Alan	Jacobsen-Eric; Fornash-Barbara	scottslake@paulhastings.com; danielwheelier@paulhastings.com; michaelvoytek@paulhastings.com; scottstaks@paulhastings.com	NOR Board Resolutions to Accompany Resolutions for NOR Board Mtg
1285	ACPAWP	Attachment	7/30/2002				Proposed Memos to Accompany Resolutions for NOR Board Mtg
1286	ACPAWP	Attachment	7/30/2002				QJPSMemo.doc
1287	ACPAWP	Email	7/25/2002	Saks-Scott R.	Dietrich, Alan; Jacobsen-Eric	MFC Restructuring Memo.doc	
1288	ACPAWP	Attachment	7/25/2002				NorthWestern QJPS Resolutions
1289	ACP	Email	3/26/2001	Unkn-0-01	Dietrich, Alan		NorthWestern Resolutions(v2).DOC
							Form 10-K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1290	ACP	Attachment	3/28/2001				Revised Form 10-K.doc
1291	ACP/AWP	Email	3/7/2001	Dietrich, Alan	Young, Michael		Unfiled-Or
1292	ACP/AWP	Attachment	3/7/2001				10-K Redline - Further Revision
1293	ACP/AWP	Attachment	3/7/2001				2001FormOKADDComments.doc
1294	ACP/AWP	Email	5/21/2003	Dietrich, Alan	Thomas Pollock (E-mail); scottkline@paulhastings.com	Jacobsen-Eric	RightsAgmt doc
1295	ACP/AWP	Attachment	5/21/2003				Draft Resolution
1296	ACP/AWP	Email	5/21/2003	Schrum-Roger	Drook-Gary; Jacobsen-Eric; Dietrich, Alan	thomaspollock@paulhastings.com; rmead@gavinanderson.com; dmorris@gavinanderson.com	UWCTrustPref.doc
1297	ACP/AWP	Attachment	5/21/2003				Draft News Release
1298	ACP/AWP	Email	5/21/2003	Kline-Scott C.	Dietrich, Alan	Pollock-Thomas R.; Saks-Scott R.	June 3 Release.doc
1299	ACP/AWP	Email	5/21/2003	Dietrich, Alan	Drook-Gary	Orme-Kipp; Jacobsen-Eric	TOPrS and OUIPs interest resolution and press release
1300	ACP/AWP	Email	5/21/2003	Kline-Scott C.	Dietrich, Alan; Saks-Scott R.		TOPrS and OUIPs interest
1301	ACP/AWP	Attachment	5/21/2003				UWC TrustPref Div Deferral.doc
1302	ACP/AWP	Email	5/22/2003	Schrum-Roger	Dietrich, Alan	Thomas Pollock (E-mail); scottkline@paulhastings.com	Current Draft
1303	ACP/AWP	Email	5/22/2003	Dietrich, Alan	Jacobsen-Eric	Saks-Scott R.; Pollock-Thomas R.	Board Resolution
1304	ACP/AWP	Email	5/22/2003	Kline-Scott C.	Dietrich, Alan		UWC Re: interest on TOPrS
1305	ACP/AWP	Attachment	5/22/2003				UWC TrustPref Div Deferral 2.doc
1306	ACP/AWP	Email	5/22/2003	Dietrich, Alan	Jacobsen-Eric		FW: UWC Re: interest on TOPrS
1307	ACP/AWP	Email	5/22/2003	Kline-Scott C.	Schrum-Roger	Pollock-Thomas R.; Jacobsen-Eric; Dietrich, Alan	TOPrS Draft Press Release
1308	ACP/AWP	Attachment	5/22/2003				June 3 Draft Release
1309	ACP/AWP	Email	5/22/2003	Dietrich, Alan	Drook-Gary; marilyn@moneinc.com; randy.darcy@germills.com; jerry@cbg.gov; lness@firstdakota.com; lframaekers@bellsouth.net; bsmith@glawfirm.com	Orme-Kipp; Jacobsen-Eric; Schrum-Roger; Thomas Pollock (E-mail); suzette@moneinc.com; diane.dutcher@germills.com	Discussion of Draft Resolution Concerning Trust Preferreds
1310	ACP/AWP	Attachment	5/22/2003				Analysis on NOR Liquidity by David Kurtz
1311	ACP/AWP	Email	5/22/2003	Schrum-Roger	Drook-Gary; Jacobsen-Eric; Austin-Bill; Orme-Kipp	thomaspollock@paulhastings.com; scottkline@paulhastings.com; jonyras@paulhastings.com; rmead@gavinanderson.com; Dietrich, Alan	
1312	ACP/AWP	Attachment	5/22/2003				Final Draft May 23 News Release
1313	ACP	Email	7/17/2002	Patricia-Charles	Dietrich, Alan		May 23 draft Release.doc
1314	ACP/AWP	Email	12/17/2002	Schwartz-Melissa C.	Orme-Kipp; Jacobsen-Eric; Dietrich, Alan		FW: NorthWestern Energy LLC OUIPs issues
1315	ACP/AWP	Attachment	12/17/2002		Conroy-Kevin		NORTHWESTERN - Open Items for CSFB Credit Agreement Closing
1316	ACP/AWP	Attachment	12/17/2002				Draft Closing Certificate.doc
1317	ACP/AWP	Email	12/16/2002	Niemann-Michael L.	Schwartz-Melissa C.; Monaghan-David A; Dietrich, Alan; Tyras-Jonathan C.	Orme-Kipp; Jacobsen-Eric	NW 2002 Credit Facility - Form of Compliance
1318	ACP/AWP	Attachment	12/16/2002	Niemann-Michael L.			Certificate #718957.DOC
1319	ACP/AWP	Email	12/16/2002	Niemann-Michael L.	Schwartz-Melissa C.; Tyras-Jonathan C.; Dietrich, Alan	RE: RE: CSFB Credit Agreement - Draft Schedules - Investments 6-8	RE: RE: CSFB Credit Agreement - Draft Schedules - Investments 6-8
1320	ACP/AWP	Attachment	12/16/2002				Schedule 6-8 Investments - 12/16/2002 Draft.doc
							RE: NORTHWESTERN/CSFB Credit Agreements - Revised Draft Schedules - schedule 6-6
							Schedule 6-6 Guarantee Obligations - 12-16-02 Draft.doc

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1321	ACP	Email	12/16/2002	Schwartz-Melissa C.	Nieman-Michael L.; Monaghan-David A.; Dietrich-Alan; Tyres-Joathan C.		RE: RE: CSFB Credit Agreement - Draft Schedules
1322	ACP	Email	12/16/2002	Monaghan-David A.	Nieman-Michael L.; Dietrich-Alan; melissaschwartz @ paulhastings.com; jonyas @ paulhastings.com		RE: RE: CSFB Credit Agreement - Draft Schedules
1323	ACP	Email	12/14/2002	Dietrich-Alan	Nieman-Michael L.; melissaschwartz @ paulhastings.com; jonyas @ paulhastings.com	Dietrich-Alan	FW: RE: CSFB Credit Agreement - Draft Schedules
1324	ACP/AWP	Email	12/14/2002	Schwartz-Melissa C.	leo@blkbl.com; stan@blkbl.com	Dietrich-Alan; Conboy-Kevin	Discussion of Draft Northwestern Credit Agreement
1325	ACP/AWP	Attachment	12/14/2002				NW Redline.doc
1326	ACP	Email	12/14/2002	Nieman-Michael L.	Dietrich-Alan; melissaschwartz @ paulhastings.com; jonyas @ paulhastings.com; Monaghan-David A.		RE: CSFB Credit Agreement - Draft Schedules
1327	ACP	Email	12/14/2002	Schwartz-Melissa C.	Dietrich-Alan		Fw: Re: CSFB Credit Agreement - Draft Schedules
1328	ACP	Email	4/17/2002	Buus-Joynn	Jacobsen-Eric; Young-Michael (Corporate); Dietrich-Alan	'scottkline @ paulhastings.com'	Proposed Subsidiary Listing to 10-K/A
1329	ACP/AWP	Attachment	4/17/2002				Draft Exhibit 21 to 10K-List of Subsidiaries
1330	ACP/AWP	Email	4/17/2002	Kline-Scott C.	Dietrich-Alan		Draft Exhibit 21 to 10-K
1331	ACP/AWP	Email	4/18/2002	Buus-Joynn	Orme-Kipp; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	Craig Arends	Draft Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1332	ACP/AWP	Attachment	4/18/2002				Draft Exhibit 12 to 10-K
1333	ACP/AWP	Email	4/18/2002	Buus-Joynn	Orme-Kipp; Jacobsen-Eric; Young-Michael; Dietrich-Alan; Whitesel-Kurt; Nieman-Michael L.		FW: Northwestern Corporation 10-K/A Proof Files
1334	ACP/AWP	Attachment	4/18/2002				J3383C2S02_4_Proof.pdf
1335	ACP/AWP	Attachment	4/18/2002				RE: Draft Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1336	ACP/AWP	Email	4/18/2002	Nieman-Michael L.	Buus-Joynn; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	Craig Arends	RE: Draft Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1337	ACP/AWP	Email	4/18/2002	Orme-Kipp	Orme-Kipp; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt		RE: Draft Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1338	ACP/AWP	Email	4/19/2002	Buus-Joynn	Orme-Kipp; Nieman-Michael L.; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	Craig Arends	RE: Draft Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1339	ACP	Email	5/23/2003	Kline-Scott C.	Drook-Gary; Jacobsen-Eric	Saks-Scott R.; Dietrich-Alan; Pollock-Thomas R.; Tyres-Jonathan C.	Discussion of legal documents to be prepared in relation to TOWS and QUPs Trustees
1340	ACP/AWP	Email	7/9/2002	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp		FW: Draft 10KA for NorthWestern Energy
1341	ACP/AWP	Attachment	7/8/2002				Draft NOR cover letter to directors re MPC's 10-K (v1).DOC
1342	ACP/AWP	Attachment	7/8/2002				NORTHWESTERN ENERGY - 10-K/A (JULY 2002)(v2).DOC
1343	ACP/AWP	Email	7/8/2002	Wheeler-Daniel F.	Dietrich-Alan		Draft 10KA for NorthWestern Energy
1344	AWP	Attachment	12/27/2002				Dec 21/02 NDR Board of Directors Draft Minutes
1345	ACP	Email	3/22/2002	Davis-G. Eric	Dietrich-Alan	Kline-Scott C.	Legal discussion of CSFB credit facility documents
1346	ACP	Email	3/26/2002	Dietrich-Alan	Jacobsen-Eric		Discussion of terms of CSFB credit facility
1347	ACP	Email	3/26/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G. Eric	Discussion of terms of CSFB credit facility
1348	ACP	Email	3/26/2002	Kline-Scott C.	Dietrich-Alan	Young-Michael; Pollock-Thomas R.; Davis-G. Eric	Discussion of terms of CSFB credit facility
1349	ACP	Email	12/13/2002	Hong-Jennifer L.	Pollock-Thomas R.; Tyres-Jonathan C.; Cooboy-Kevin; Lopach-Dennis	RE: NOR - 2002 Senior Credit Facility Resolutions. v2.DOC	

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1350	ACP	Email	12/16/2002	Kline-Scott C.	Dietrich-Alan;Jacobsen-Eric	Pollock-Thomas R.;Tyras-Jonathan C.	Draft CSFB facility resolutions
1351	AWP	Attachment	12/16/2002				Attached draft December 2002 board resolutions
1352	ACP	Email	12/18/2002	Kline-Scott C.	Dietrich-Alan;dietrich1523@msn.com'		NOR - 2002 Senior Credit Facility Resolutions...v2.DOC
1353	ACP	Attachment	12/18/2002				NOR - 2002 Senior Credit Facility Resolutions...v2.DOC
1354	ACP	Email	12/17/2002	Schwartz-Melissa C.	Smook-Karen	Dietrich-Alan;Cowboy-Kevin	Legal opinion on CSFB credit facility
1355	ACP	Email	12/17/2002	Kline-Scott C.	Jacobsen-Eric;Dietrich-Alan	Pollock-Thomas R.;Tyras-Jonathan C.;Cowboy-Kevin;Hong-Jennifer L.	NOR - 2002 Senior Credit Facility Resolutions...v2.DOC
1356	ACP	Email	12/17/2002	Kline-Scott C.	Dietrich-Alan;Jacobsen-Eric	Pollock-Thomas R.;Tyras-Jonathan C.;Cowboy-Kevin;Hong-Jennifer L.	Draft CSFB Senior Credit Facility Resolutions
1357	ACP	Attachment	12/17/2002				NOR - 2002 Senior Credit Facility Resolutions...v2.DOC
1358	ACP	Attachment	12/17/2002				Review.doc
1359	ACP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan		Legal opinion on CSFB credit facility
1360	ACP	Email	12/13/2002	Schwartz-Melissa C.	Dietrich-Alan		Legal opinion on CSFB credit facility
1361	ACP	Email	12/13/2002	Dietrich-Alan	Schwartz-Melissa C.	'Kevin@cowboy@paulhastings.com';Haeder-Donna;amydeJong@northwestern.com;Dietrich-Alan;Colleman-Patrick	
1362	ACP	Email	12/13/2002	Nieman-Michael L.	Schwartz-Melissa C.;Dietrich-Alan	Corboy-Kevin;Pollock-Thomas R.;Panizzi-Charles;Tyras-Jonathan C.	RE: legal opinion on CSFB credit facility
1363	ACP	Attachment	12/13/2002				RE: CSFB CREDIT AGREEMENT - Draft Schedules
1364	ACP	Email	12/13/2002	Cowboy-Kevin	Schwartz-Melissa C.;Dietrich-Alan	Jacobsen-Eric	Attached draft disclosure schedules to credit agreement
1365	ACP	Email	12/13/2002	Schwartz-Melissa C.	Ron Depue	Dietrich-Alan	RE: legal opinion on CSFB credit facility
1366	ACP	Email	12/13/2002	Ron Depue	Schwartz-Melissa C.	Dietrich-Alan	RE: Legal opinion on regulatory approval
1367	ACP	Email	12/13/2002	Schwartz-Melissa C.	rodepue@ccusa.net	Dietrich-Alan;Cowboy-Kevin	RE: Legal opinion on CSFB credit facility
1368	ACP	Attachment	12/13/2002				Discussion of legal opinion on CSFB credit facility
1369	ACP	Email	12/13/2002	Jacobsen-Eric	Schwartz-Melissa C.;Orme-Kipp;Dietrich-Alan;Nieman-Michael L.	Corboy-Kevin;Pollock-Thomas R.;Patricia-Charles;Tyras-Jonathan C.;Knapp-Tom;Young-Michael	Attached draft opinion letter by Paul Hastings to agent, arranger, co-arrangers and lenders
1370	ACP	Email	9/12/2002	Haeder-Donna	Knapp-Tom	Knapp-Tom;Young-Michael	RE: Cstb Credit facility - Draft Schedules
1371	ACP	Email	11/14/2002	Decker-Jeffrey	Dietrich-Alan	Knapp-Tom;Manion-Michael P.;Lopach-Dennis;jeffreyhong@paulhastings.com;Corcoran-Patrick R	RE: Credit facility - Draft Schedules
1372	ACP/AWP	Email	2/15/2002	Dietrich-Alan	scottkline@paulhastings.com';scottksaks@paulhastings.com';Young-Michael;Herr-Glen;tips4travel@hotmail.com'	Jacobsen-Eric	RE: legal steps associated with going flat transaction
1373	ACP/AWP	Attachment	2/15/2002				RE: Discussion of NOR name change after going flat transaction
1374	ACP/AWP	Email	2/14/2002	Dietrich-Alan	Herr-Glen (COO)		
1375	AWP	Attachment	2/11/2002			Young-Michael	NOR 10-K draft
1376	AWP	Attachment	3/8/2002				10-KDraft2002.DOC
1377	AWP	Attachment	4/8/2002				Draft 10-K
1378	ACP/AWP	Email	3/20/2002	Buss-Joylyn	Kurt; Young-Michael; Dietrich-Alan; Craig Arends (E-mail); Dave Olson (E-mail)	Feb2002Audit Committee draft minutes	Feb27/02Audit Committee draft minutes
							Apr02Audit Committee draft minutes
							FW: NOR 10-K draft exhibit list

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1379	ACP/AMP	Attachment	3/20/2002				NOR 10-K draft exhibit list
1380	ACP	Email	7/25/2003	Dietrich-Alan	Thomas Pollock (E-mail);Jacobsen-Eric		Draft Minutes - July 15th NOR Board Mtg
1381	ACP	Email	2/17/2003	Dietrich-Alan	Knap-Tom; Whitesel-Kurt	Jacobsen-Eric; Nieman-Michael L; Orme-Kipp	Internal Accounting Controls Memo (NOR 135865-135875; NOR 149263-149264; NOR 173136-173138; NOR 193851-193853; NOP 458213-458215); Form S-3 (95 Draft).doc
1382	ACP	Attachment	9/5/2001			Kline-Scott C.	NOR Due Diligence Sessions Re 6/30/02 and 9/30/02
1383	ACP/AMP	Email	6/23/2003	Gerard-Nicole	Jacobsen-Eric; Dietrich-Alan; Whitesel-Kurt		Form 10-Os
1384	ACP/AMP	Attachment	6/23/2003				Memo re due diligence sessions for NORs 6/30/02 and 9/30/02 103a(v1).DOC
1385	ACP	Email	4/25/2002	Dietrich-Alan	Decker-Jeffrey		RE: Discussion of revisions to NWE 10-K filing
1386	ACP	Email	3/28/2002	Kline-Scott C.	Dietrich-Alan		Draft NOR 10-K Exhibits
1387	ACP	Email	9/23/2002	Dietrich-Alan	Lafive-Beau		Discussion of MFC 10-K
1388	ACP	Email	4/3/2003	Knap-Tom	Nolander-Jan; scottline@paulhastings.com	VanCamp-John	RE: Do we need to address this in the 10-K?
1389	ACP	Email	4/3/2003	Dietrich-Alan	'scottline@paulhastings.com'	VanCamp-John	RE: Do we need to address this in the 10-K?
1390	ACP	Email	4/3/2003	Nolander-Jan	Dietrich-Alan; Knap-Tom; scottline@paulhastings.com'		RE: Do we need to address this in the 10-K?
1391	ACP	Email	4/3/2003	Dietrich-Alan	'scottline@paulhastings.com'		RE: Do we need to address this in the 10-K?
1392	ACP	Email	4/2/2003	Knap-Tom	Dietrich-Alan; scottline@paulhastings.com'		RE: Do we need to address this in the 10-K?
1393	ACP	Email	4/3/2003	Dietrich-Alan	Knap-Tom; Nolander-Jan; Dietrich-Alan; Nolander-Jan; scottline@paulhastings.com'		RE: Do we need to address this in the 10-K?
1394	ACP	Email	4/3/2003	Knap-Tom	Dietrich-Alan; Nolander-Jan; scottline@paulhastings.com'		RE: Do we need to address this in the 10-K?
1395	ACP	Email	4/3/2003	Knap-Tom	'scottline@paulhastings.com'	VanCamp-John	RE: Do we need to address this in the 10-K?
1396	ACP	Email	4/7/2002	Jacobsen-Eric	Orme-Kipp; Buis-Joylyn	Dietrich-Alan; Whitesel-Kurt; Young-Michael	RE: Do we need to address this in the 10-K?
1397	ACP	Email	1/9/2002	Jacobsen-Eric	Young-Michael	Dietrich-Alan	RE: Northwestern Corporation 10-K/05 Proof Files
1398	ACP/AMP	Email	3/21/2001	Dietrich-Alan	Urimko-Lori	Young-Michael	RE: 2001 10-K Draft
1399	ACP/AMP	Attachment	3/21/2001				10-K Exhibit 21 Draft
1400	ACP	Email	3/26/2002	Kline-Scott C.	Buis-Joylyn	Dietrich-Alan	Draft Exhibit 21 to 10-K
1401	ACP	Email	3/26/2002	Kline-Scott C.	Buis-Joylyn	Dietrich-Alan	RE: Draft 10-K Exhibits
1402	ACP	Email	3/26/2002	Kline-Scott C.	Buis-Joylyn; Dietrich-Alan	Draft 10-K Exhibits	RE: Draft 10-K
1403	ACP	Email	3/26/2002	Buis-Joylyn	Dietrich-Alan; scottline@paulhastings.com		RE: Draft 10-K
1404	ACP	Email	3/20/2002	Kline-Scott C.	Buis-Joylyn; Hyland-Richard; Jacobsen-Eric; Orme-Kipp; Young-Michael; Whitesel-Kurt; Dave Olson (E-mail); Dietrich-Alan		RE: Draft Form 10-K Draft
1405	ACP	Email	3/20/2002	Kline-Scott C.	Buis-Joylyn; Dietrich-Alan		RE: Draft NOR 10-K Exhibits
1406	ACP	Email	3/20/2002	Kline-Scott C.	Buis-Joylyn; Dietrich-Alan		RE: Draft Subsidiary List - 10-K
1407	ACP	Email	3/20/2002	Dietrich-Alan	Young-Michael; Buis-Joylyn		10-K Subsidiary List draft
1408	ACP	Attachment	3/20/2002				Draft Subsidiary List - 10-K
1409	ACP	Email	3/20/2002	Young-Michael	Buis-Joylyn; Dietrich-Alan		RE: Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1410	ACP	Email	4/19/2002	Buis-Joylyn	Orme-Kipp; Young-Michael; Whitesel-Kurt	Orme-Kipp; Buis-Joylyn; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	RE: Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1411	ACP	Email	4/18/2002	Nieman-Michael L	Buis-Joylyn; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	Orme-Kipp	RE: Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges
1412	ACP	Email	4/18/2002	Orme-Kipp		Craig	RE: Audit Exhibit to 10-K/A; Ratio of earnings to fixed charges

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1413	ACP	Email	4/18/2002	Buss-Joylyn	Orme-Kipp; Nieman-Michael L; Jacobsen-Eric; Dietrich-Alan; Young-Michael; Whitesel-Kurt	scottkline@paulhastings.com; Craig Arends (E-mail)	Add'l Exhibit to 10-KA: Ratio of earnings to fixed charges
1414	ACP	Attachment	4/18/2002		Dietrich-Alan		Draft Exhibit 12 to 10-K
1415	ACP	Email	7/12/2002	Orme-Kipp	Jacobsen-Eric		RE: LLC 10-K signatures question
1416	ACP	Email	7/11/2002	Kline-Scott C.	Dietrich-Alan		RE: LLC 10-K signatures question
1417	ACP	Email	7/11/2002	Dietrich-Alan	Jacobsen-Eric; Orme-Kipp	scottkline@paulhastings.com	FW: LLC 10-K signatures question
1418	ACP	Email	7/10/2002	Kline-Scott C.	Dietrich-Alan		LLC 10-K signatures question
1419	ACP/AWP	Email	3/7/2003	Dietrich-Alan	Nieman-Michael L; jonyras@paulhastings.com; Nieman-Michael L; Kiewer-Kendall; jonyras@paulhastings.com	Roof-Becky; Orme-Kipp	10-K Comments - Externals Section
1420	ACP/AWP	Email	3/8/2003	Dietrich-Alan	Nieman-Michael L; Kiewer-Kendall; Young-Michael (Legal)		10-K Draft - Page 107 (Clean Copy, March 15th Draft)
1421	ACP/AWP	Email	3/7/2003	Knap-Tom	Dietrich-Alan		RE: Revised draft of Form 10-K
1422	ACP	Email	3/17/2003	Dietrich-Alan	Nieman-Michael jonyras@paulhastings.com		Jean Siegelmeyer Warrant - Suggested Alternative Language for 10-K (page 34 of current non-redline draft)
1423	ACP	Email	3/17/2003	Nieman-Michael L	Dietrich-Alan; jonyras@paulhastings.com		RE: Updated Language for 10-K
1424	ACP	Email	3/17/2003	Dietrich-Alan	Nieman-Michael L; jonyras@paulhastings.com	jonyras@paulhastings.com	RE: Updated Language for 10-K
1425	ACP	Email	3/17/2003	Dietrich-Alan	Newell-Daniel; Kennedy-Rob; Devore-Michael; Rausch-Dan; Younger-Chris; Clark-K-Lorraine; Vegliante-Reggie Kiewer-Kendall; Nieman-Michael L	Kiewer-Kendall; Nieman-Michael L; Orme-Kipp; Jacobsen-Eric	Suggested 10-Q Language - Contractual Obligations
1426	ACP	Email	8/6/2003	Dietrich-Alan			10-Q Nebraska PSC Suggested Language
1427	ACP/AWP	Email	8/6/2003	Dietrich-Alan			Memo on suggested language in 10Q
1428	ACP/AWP	Attachment	8/6/2003				RE: Suggested 10-Q Language - Contractual Obligations
1429	ACP	Email	8/7/2003	Kennedy-Rob	Dietrich-Alan		RE: Suggested 10-Q Language - Contractual Obligations
1430	ACP	Email	8/7/2003	Dietrich-Alan	Kennedy-Rob		RE: Suggested 10-Q Language - Contractual Obligations
1431	ACP	Email	8/8/2003	Dietrich-Alan	Nieman-Michael L; Whitesel-Kurt		Discussion of language to be included in 10K about pension funding risk factor
1432	ACP/AWP	Email	5/12/2003	Dietrich-Alan	Kiewer-Kendall		RE: 10-Q draft version 3
1433	ACP/AWP	Attachment	5/9/2003				10Q draft
1434	ACP	Email	4/8/2003	Kline-Scott C.	Dietrich-Alan		10K draft
1435	ACP	Email	4/15/2003	Hyland-Richard	Jacobsen-Eric		RE: 10-K Signature Pages
1436	ACP	Email	4/11/2003	Kline-Scott C.	Dietrich-Alan		RE: NOR 10-K
1437	ACP	Email	4/15/2003	Dietrich-Alan	Thomas Pollock		FW: 10-K Signature Pages
1438	ACP	Email	4/14/2003	Hyland-Richard	Jacobsen-Eric		RE: 10K Signature Pages
1439	ACP	Email	4/14/2003	Dietrich-Alan	Jacobsen-Eric		FW: 10-K Signature Pages
1440	ACP	Email	4/14/2003	Pollock-Thomas R.	Jacobsen-Eric		RE: 10-K Signature Pages
1441	ACP	Email	4/14/2003	Dietrich-Alan	Haffill-Carol		10-K Signature Pages
1442	ACP	Email	2/17/2003	Knap-Tom	Dietrich-Alan		FW: NCS audit issues
1443	ACP	Email	2/17/2003	Jacobsen-Eric	Knap-Tom; Dietrich-Alan		FW: NCS audit issues
1444	ACP	Email	4/15/2003	Dietrich-Alan	Whitesel-Kurt; sulfumiert@deloitte.com	Knap-Tom	RE: Attorney Letter to D&T
1445	ACP/AWP	Email	3/14/2002	Dietrich-Alan	Davis-G. Eric		RE: Revised NorthWestern 2002 Proxy Statement
1446	ACP	Email	3/28/2002	Johnson-Jerry W	Dietrich-Alan		RE: Draft Proxy Statement Report Discussion
1447	ACP/AWP	Email	1/22/2002	Dietrich-Alan	Young-Michael; Jacobsen-Eric		RE: Proxy Discussion with Jake
1448	ACP/AWP	Email	1/22/2002	Young-Michael	Dietrich-Alan		RE: Proxy Discussion with Jake
1449	ACP/AWP	Email	3/19/2002	Kline-Scott C.	Davis-G. Eric		RE: Revised NorthWestern 2002 Proxy Statement
1450	ACP/AWP	Email	3/13/2002	Davis-G. Eric	Kline-Scott C; Pollock-Thomas R.		RE: Revised NorthWestern 2002 Proxy Statement
1451	ACP/AWP	Email	3/13/2002	Dietrich-Alan	Davis-G. Eric		RE: Revised NorthWestern 2002 Proxy Statement

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1452	ACP	Email	2/19/2003	Tandem-Greg	Dietrich-Alan; Corcoran-Patrick R; Lafave-Bleau; Whitesel-Kurt; Kindt-Ernest J	Hanson-Mike; Fornes-Barbara; NWE-Senior Leader S; Gates-David G	Strategic Sourcing Initiatives with discussion on legal issues involved
1453	ACP/AWN	Attachment	10/16/2001				Draft Minutes of Cornerstone Audit Committee Meeting
1454	ACP	Email	5/29/2001	Dietrich-Alan	Orme-Kipp		Legal discussion about Expanets valuation Expert
1455	ACP	Email	4/18/2002	Dietrich-Alan	Orme-Kipp		FW: Blue Dot & Expanets Investment Authority Draft memo and resolution discussion (NOR 459119-459120)
1456	ACP	Email	1/29/2003	Gerard-Nicole	Jacobsen-Eric; Dietrich-Alan	Pollock-Thomas R.	Audit Committee Charter Draft
1457	ACP/AWN	Attachment	1/29/2003	Gerard-Nicole	Jacobsen-Eric		NOR Audit Committee Charter(v2).DOC
1458	ACP	Email	1/29/2003			Dietrich-Alan	RE: Audit Committee Charter Draft
1459	ACP/AWN	Attachment	1/29/2003				NOR Audit Committee Charter Draft
1460	ACP	Email	4/23/2001	Dietrich-Alan	jerry@usd.edu;bsmith@gilawfirm.com;john.charters@qcs-us.com	Lewis-Merle-Hyland-Richard;Orme-Kipp;prichler@gilawfirm.com;"randy.darcy@genmills.com"	Revised NorthWestern Audit Committee Charter
1461	ACP/AWN	Attachment	4/23/2001				ProposedAuditCharter.doc
1462	ACP	Email	1/31/2003	Dietrich-Alan	'jerry@cho.gov';hess@firstdakota.com';Cliff Hoffman (E-mail);Steven Polacek (E-mail);bsmith@hamilton.net'	'bsmith@gilawfirm.com';Orme-Kipp;Roof-Becky;Jacobsen-Eric;Drook-Kurt;thomaspollock@paulhastings.com'	Revised Audit Committee Charter
1463	ACP/AWN	Attachment	1/30/2003				AuditCharterRevised.DOC
1464	ACP/AWN	Email	1/29/2003	Dietrich-Alan	'thomaspollock@paulhastings.com'		Audit Charter
1465	ACP/AWN	Attachment	1/28/2003				AuditCharter
1466	ACP	Attachment	6/21/2002				Draft Board Minutes of Franklin Industries Board Meeting
							Investigation of Richard Hyland's performance and conduct in connection with mismanagement of Northwestern and its subsidiaries (NOR 371624-372806; NOR 374829-375523; NOR 413446-413500; NOR 414057-414114)
1467	ACP/AWN	Report	4/25/2003		NorthWestern Board of Directors		Interview with Richard Hyland
1468	ACP/AWN	Memorandum	5/3/2003	Dickey, Jonathan C.	File		NorthWestern Corp. Summary of Interviews
1469	ACP/AWN	Memorandum	5/3/2003	Gibson, Dunn & Crutcher LLP	File		Partial Summary Of Events at Expanets Related to the Restatement at NorthWestern
1470	ACP/AWN	Outline	4/6/2003	Gibson, Dunn & Crutcher LLP			Presentation re: Investigation of Expanets accounting and disclosure issues in 2002 (NOR 374460-374530)
1471	ACP/AWN	Power Point Presentation	4/10/2003	Gibson, Dunn & Crutcher LLP	NorthWestern Corp. Audit Committee		Rick Fresia Interview
1472	ACP/AWN	Transcribed Notes	3/31/2003	Rooke, Tim; Dettmer, Ethan			Chris Younger Interview
1473	ACP/AWN	Transcribed Notes	3/31/2003	Rooke, Tim; Dettmer, Ethan			Tim Atkinson Interview
1474	ACP/AWN	Transcribed Notes	3/31/2003	Rooke, Tim; Dettmer, Ethan			Reggie Vigilante Interview
1475	ACP/AWN	Transcribed Notes	4/1/2003	Rooke, Tim; Dettmer, Ethan			Marty Snella Interview
1476	ACP/AWN	Notes	4/1/2003	Ethan			

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1477	ACP/AWP	Transcribed Notes	4/7/2003	Roake, Tim; Mack, Shelley; Vermiere, Richard; Roos, David			NorthWestern Audit Committee Investigation - Interview of Lorraine Clark
1478	ACP/AWP	Memorandum	4/7/2003	Dickey, Jonathan C.	File		NorthWestern Corp./Special Matter (Summary of Interviews of Dan Newell, Kipp Orme, Kurt Whetzel, Mike Nieman, Eric Jacobson, Mary Barrack, Mike Valente and John Charters)
1479	ACP/AWP	Memorandum	5/3/2003	Dickey, Jonathan C.	File		Meeting with Alan Dietrich
1480	ACP/AWP	Transcribed Notes	3/27/2003				Meeting with Deloitte & Touche (NOR 374782-374792)
1481	ACP/AWP	Transcribed Notes	3/28/2003				Meeting with Richard Hyland
1482	ACP/AWP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Kendall Kiewer
1483	ACP/AWP	Memorandum	3/29/2003	Asnis, Shoshannah V.	File		Meeting with Becky Roof
1484	ACP/AWP	Transcribed Notes	3/26/2003				Notes on Pollack Interview
1485	ACP/AWP	Transcribed Notes	4/25/2003	Asnis, Shoshannah V.			Notes of Interview of Jim Walker
1486	ACP/AWP	Transcribed Notes	3/25/2003				Kristine Donovan Interview
1487	ACP/AWP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Tom Knapp
1488	ACP/AWP	Memorandum	3/25/2003	Roake, Timothy K.	File		March 24 and 25, 2003 Briefings from Paul Hastings
1489	ACP/AWP	Transcribed Notes	3/28/2003	Asnis, Shoshannah V.			Meeting with Tom Knapp
1490	ACP/AWP	Letter	6/18/2003	Redding, John A.	Drook, Gary G.		Telephone call with Special Litigation Committee of the Board
1491	ACP/AWP	Power Point Presentation	5/6/2003	Gibson, Dunn & Crutcher LLP	NorthWestern Corp. Audit Committee		Presentation re: Investigation of Exponentis Accounting and disclosure issues in 2002
1492	ACP/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File		Telephone call with Special Litigation Committee of the Board
1493	ACP/AWP	Memorandum	11/25/2002	Kennedy, Charles M.	File		November 13, 2002 Interview of Confidential Source
1494	ACP/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File		November 13, 2002 Source Interview Supplement
1495	ACP/AWP	Memorandum	11/26/2002	Sozio, Stephen G.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1496	ACP/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File		November 26, 2002 Interview with Joy-Lynn Buss
1497	ACP/AWP	Memorandum		Sozio, Stephen G.	File		November 21, 2002 Meeting with John Charters
1498	ACP/AWP	Memorandum	12/2/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1499	ACP/AWP	Memorandum	11/18/2002	Kennedy, Charles M.	File		November 14, 2002 Interview of Mike Hanson
1500	ACP/AWP	Memorandum	11/18/2002	Kennedy, Charles M.	File		November 5, 2002 Meeting with Cliff Hoffman
							November 5, 2002 Interview of Richard Hyland

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1501	ACPI/ANP	Memorandum	11/18/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1502	ACPI/ANP	Memorandum	12/2/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1503	ACPI/ANP	Memorandum	12/2/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1504	ACPI/ANP	Memorandum	12/2/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1505	ACPI/ANP	Memorandum	11/18/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1506	ACPI/ANP	Memorandum	12/2/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1507	ACPI/ANP	Memorandum	11/8/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1508	ACPI/ANP	Memorandum	11/8/2002	Kennedy, Charles M.	File		Mr. Cornell; Mr. Reidy; Mr. Sozio
1509	ACPI/ANP	Memorandum	10/13/2002	Leonard, Street and Deinard Professional Association	Expanets, Inc. Board of Directors		November 5, 2002 Interview of Richard Hyland
1510	ACPI/ANP	Memorandum	10/13/2002	Deinard Professional Association	Expanets, Inc. Board of Directors		NorthWestern Corporation Cash Disbursements to Expanets, Inc.
1511	AWN	Memorandum	12/19/2001	Irving, Euclid A.	Jacobsen, Eric		Treatment of NorthWestern Corporation Advances
1512	Fed. R. Evid.	Letter	4/5/2006	John A. Reiding, Esq.	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission		NCR Debt Instruments - Flat Closing of MPC Acquisition Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1513	Fed. R. Evid.	Letter	8/18/2006	John A. Reiding, Esq.	Donald M. Hoert, Laurie Metcalf, Kurt L. Gottshall, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1514	Fed. R. Evid.	Letter	9/1/2006	John A. Reiding, Esq.	Donald Hoert, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1515	Fed. R. Evid.	Email attaching documents	12/20/2006	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall; Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1516	Fed. R. Evid.	Email attaching documents	1/4/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall; Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1517	Fed. R. Evid.	Email attaching documents	1/24/2007	Rebecca Torres (on behalf of John A. Reding)	Kurt L. Gottshall; Noel Franklin, Securities and Exchange Commission		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1518	Fed. R. Evid.	Letter	2/6/2007	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission	John A. Reiding Esq.; Edward Han Esq.		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A
1519	Fed. R. Evid.	Letter	3/1/2007	Kurt L. Gottshall, Branch Chief, Securities and Exchange Commission	John A. Reiding Esq.		Settlement letter re: In the matter of NorthWestern Corporation; SEC File No. D-02572-A

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1520	ACP	Email	10/3/1993	Beatty, Kim	Austin, Bill; Harper, Colleen; Lopach, Dennis; Jacobsen, Eric; Drock, Gary; Fidapartik, John; Thompson, Mark; Hanson, Mike; Corcoran, Pat; Schrum, Roger; Harper, Wayne	PSC's letter to MT Budget Office (redacted and produced at NOR 463130-463139)	
1521	ACP/AWP	Email	9/26/2003	Whitney, Kate	Lopach-Dennis; Beatty, Kim	PSC & MCC choice of financial expert (redacted and produced at NOR 463191)	
1522	ACP/AWP	Email and Attachment	11/19/2002	Schrum, Roger	Knapp, Tom	Updated Release	
1523	ACP/AWP	Email and Attachment	11/18/2002	Schrum, Roger	Jacobsen, Eric; Hanson, Mike; Knapp, Tom; Orme, Kipp	Latest Draft of Flat Release	
1524	ACP/AWP	Email and Attachment	11/14/2002	Gerard, Nicole	Knapp, Tom; Voytek, Michael; Irving, Euclid; Kline, Scott	FW: Going Flat filing	
1525	ACP/AWP	Email and Attachment	10/21/2002	Schrum, Roger	Gerard, Roger; Jacobsen, Eric; Young, Michael; Lopach, Dennis; Knapp, Tom	Going Flat Draft Release	
1526	ACP	Email	11/12/2002	Irving, Euclid A.	Knapp, Tom; Voytek, Michael	Re: NOR Going Flat Reorganization	
1527	ACP/AWP	Email and Attachment	11/12/2002	Gerrard, Nicole	Knapp, Tom	Re: NOR Going Flat Reorganization	
1528	ACP	Email	10/22/2002	Voytek, Michael	Schwitzer, William; Saks, Scott	Patrizia, Charles	
1529	ACP/AWP	Email and Attachment	10/22/2002	Irving, Euclid A.	Knapp, Tom	Patrizia, Charles	
1530	ACP/AWP	Email and Attachment	11/7/2002	McCarrick, James	Voytek, Michael	Irving, Euclid	
1531	ACP	Email and Attachments	11/13/2002	McCarrick, James	Knapp, Tom	Knapp, Tom	
1532	ACP	Email and Attachment	11/12/2002	Bohrer, Corinne	Knapp, Tom	Northwestern Flat Structure Closing	
1533	ACP	Email and Attachment	11/12/2002	Balveat, Douglas	Knapp, Tom	Flat Closing Press release	
1534	ACP	Email	11/12/2002	Orme, Kipp	Sachs, Orni	Flat Closing Press release	
1535	ACP	Email	11/12/2002	McCarrick, James	Jacobson, Eric	FW: Colstrip Project Agreements	
1536	ACP/AWP	Email and Attachment	11/19/2002	McCarrick, James	Manion, Michael; Dietrich, Alan; Knapp, Tom; Urinko, Lori	FW: Engineer Certificate	
1537	ACP/AWP	Email and Attachment	11/19/2002	McCarrick, James	Dietrich, Alan	Legal Opinion RE: Mellon Leasing	
1538	ACP/AWP	Email and Attachment	11/18/2002	McCarrick, James	Knapp, Tom	FW: Other Colstrip Opinion Issues	
1539	ACP	Email	11/18/2002	Hanson, Mike (CEO)	Knapp, Tom	Revised Opinion	
1540	ACP	Email	11/16/2002	McCarrick, James	Knapp, Tom	Draft Letter to GE and Mellon	
1541	ACP/AWP	Email and Attachment	11/12/2002	Sachs, Orni	McCarrick, James	FW: Other Colstrip Opinion Issues	
1542	ACP/AWP	Email and Attachment	10/14/2002	Levin, Janice E.	Jacobsen, Eric; Irving, Euclid; Patrizia, Charles; McCarrick, James; Bayeatt, Douglas; Voytek, Michael	Going Flat--Documents for Execution	
							Montana Restructuring

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1543	ACP/AWP	E-mail and Attachment	12/2/2002	Staudinger, Gary	Iveng, Euclid; McCarrick, James	Knapp, Tom; Young, Michael; Whiseler, Kurt	Draft Bond Application 167-B-19
1544	ACP	E-mail	1/18/2002	Conboy, Kevin	Knapp, Tom; Pollock, Thomas		Amendment to Credit Agreement
1545	ACP	E-mail	1/15/2002	Conboy, Kevin	Krapp, Tom; Voytek, Michael		R/E Credit Agreement
1546	ACP	E-mail	1/13/2002	Conboy, Kevin	Krapp, Tom; Voytek, Michael; Irving, Euclid; Showalter, Patricia		FW: Amendment No. 3
1547	ACP	E-mail	1/14/2002	Conboy, Kevin	Krapp, Tom		Amendment to Credit Agreement
1548	ACP/AWP	E-mail and Attachment	10/28/2002	Conboy, Kevin	Krapp, Tom		FW: Going Flat under the Credit Agreement
1549	ACFF/AWP	E-mail and Attachment	10/28/2002	Conboy, Kevin	Orme, Kipp		FW: Going Flat, etc.
1550	ACP	E-mail	11/6/2002	Sachs, Orni	Krapp, Tom		Northwestern-Colstrip 4
1551	ACFF/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Orme, Kipp; Jacobsen, Eric		FW: Pro forma covenant
1552	ACP	E-mail	11/11/2002	Orme, Kipp	McCarrick, James		Re: Pro forma covenant
1553	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Krapp, Tom		FW: Pro forma covenant
1554	ACP/AWP	E-mail and Attachment	11/11/2002	McCarrick, James	Krapp, Tom		FW: n/a
1555	ACP/AWP	E-mail and Attachment	11/6/2002	Balyeat, Douglas	Monaghan, David A		Pollution Control Documents
1556	ACP/AWP	E-mail and Attachment	11/6/2002	Dietrich, Alan	Sachs, Orni		Opinions
1557	ACP/AWP	E-mail and Attachment	11/6/2002	Balyeat, Douglas	Monaghan, David A		Pollution Control Documents
1558	ACP/AWP	E-mail and Attachment	10/9/2002	Sachs, Orni	Krapp, Tom; Ruffato, Steven; Karel, Alan; Scott, Richard		FW: Debt Analysis Memo
1559	ACP/AWP	E-mail and Attachment	11/7/2002	McCarrick, James	Krapp, Tom		Northwestern-Pollution Control Revenue Bonds
1560	ACP/AWP	E-mail and Attachment		Sachs, Orni	Ng, Ernlie		RE: Bulletin; Northwestern Corp. restructures subsidiary NWE LLC
1561	ACP/AWP	E-mail and Attachment		Dietrich, Alan	Tribble, Kimberly (Kim) S.; Voytek, Michael	Krapp, Tom	RE: GM Draft Officer's Certificate and Legal Opinion
1562	ACP/AWP	E-mail and Attachment		Levin, Janice	Krapp, Tom	Voytek, Michael	Montana Structuring/Potential Amendment of NOR
1563	ACP	E-mail	10/10/2002	McCarrick, James	Krapp, Tom		FW: Ratings Confirmation
1564	ACP/AWP	E-mail and Attachment	10/10/2002	McCarrick, James	Krapp, Tom	Sachs, Orni	Memo regarding leverage lease refinancing exposure
1565	ACP	E-mail	10/11/2002	Kind, E	McCarrick, James		FW: Coal Plant value
1566	ACP/AWP	E-mail and Attachment	10/14/2002	Sachs, Orni	Krapp, Tom; Ruffato, Steve; Karel, Alan; alamey@crowleylaw.com; mdyre@crowleylaw.com	Irving, Euclid; Voytek, Michael; McCarrick, James; Showalter, Patricia	RE: Northwestern-Colstrip 4 leveraged leases
1567	ACP/AWP	E-mail and Attachment	10/16/2002	Dietrich, Alan	Voytek, Michael	Krapp, Tom	RE: Montana Restructuring-Courtesy Notice to Trustee under NOR's GM

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1568	ACP	E-mail	10/15/2002	Irving, Euclid A.	Knapp, Tom	Voytek, Michael McCarrick, James	Sachs, Omri RE: Fitch Downgrades NOR
1569	ACP	E-mail	10/14/2002	Orme, Kipp	Knapp, Tom	Jacobsen, Eric	RE: Ratings Confirmation
1570	ACP	E-mail	10/14/2002	Irving, Euclid A.	Knapp, Tom		RE: Fitch Downgrades NOR
1571	ACP	E-mail	10/14/2002	Monaghan, David	Knapp, Tom		RE: Fitch Downgrades NOR
1572	ACP	E-mail	9/24/2002	McCarrick, James	akarell@crowley.com	Euclid, Irving, Knapp, Tom; Voytek, Michael; Sachs, Omri	Pollution Control Revenue Refunding Bonds Series 1993A and 1993B
1573	ACP	E-mail	8/29/2002	Knapp, Tom	Dietrich, Alan	Jacobsen, Eric	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1574	ACP	E-mail	8/30/2002	Dietrich, Alan	Knapp, Tom	Jacobsen, Eric	FW: MPC Natural Gas Funding Trust, 6.2% Transition Bonds
1575	ACP/AWP	E-mail and Attachment	9/25/2002	McCarrick, James	Knapp, Tom		Comments
1576	ACP	E-mail and Attachment	9/25/2002	Knapp, Tom	McCarrick, James		FW: QUIPS
1577	ACP/AWP	E-mail and Attachment	9/25/2002	Knapp, Tom	McCarrick, James		FW: First Mortgage
1578	ACP	E-mail	9/25/2002	Manion, Michael	Knapp, Tom		RE: Colstrip
1579	ACP	E-mail	9/26/2002	McCarrick, James	Knapp, Tom		FW: Colstrip Project Agreements
1580	ACP	E-mail	9/26/2002	Monaghan, David	Knapp, Tom; Orme, Kipp	Jacobsen, Eric	RE: Colstrip 4 leveraged leases
1581	ACP	E-mail	9/26/2002	Barnes, Michael	Knapp, Tom		Re: Colstrip Project
1582	ACP/AWP	E-mail and Attachment	9/27/2002	Dietrich, Alan	Knapp, Tom		FW: Colstrip Lease Documents
1583	ACP/AWP	E-mail and Attachment	10/3/2002	Sachs, Omri	Knapp, Tom	McCarrick, James	NG Transition Bonds Northwestern In house Opinion
1584	ACP	E-mail and Attachment	10/3/2002	Dietrich, Alan	Knapp, Tom		FW: NG Transition Bonds Northwestern In house Opinion
1585	ACP/AWP	E-mail and Attachment	10/3/2002	Sachs, Omri	Knapp, Tom	McCarrick, James	RE: NG Transition Bonds Northwestern--Assignment and Assumption Agreement
1586	ACP/AWP	E-mail and Attachment	9/18/2002	Knapp, Tom	Monaghan, David A.		RE: Colstrip 120 Day Notice Letter
1587	ACP/AWP	E-mail and Attachment	9/17/2002	Knapp, Tom	Dietrich, Alan; Orme, Kipp		FW: QUIPS
1588	ACP	E-mail	9/16/2002	Knapp, Tom	Piazza, Maryann		RE: Colstrip 120 Day Notice Letter
1589	ACP	E-mail	8/28/2002	Knapp, Tom	Rushton, Lisa		RE: Dot Letter
1590	ACP	E-mail	8/28/2002	Manion, Michael	Knapp, Tom; Rushton, Lisa; scrufftow@crowleylaw.com		Re: Permits in NOR
1591	ACP/AWP	E-mail and Attachment	8/27/2002	Ruffato, Steve	Knapp, Tom; Walsh, Richard; Rushton, Lisa		RE: Dot Letter
1592	ACP/AWP	E-mail and Attachment	8/27/2002	Rushton, Lisa	Ruffato, Steve; Walsh, Richard; Knapp, Tom; Rushton, Lisa		Re: Dot Letter
1593	ACP	E-mail	8/16/2002	Rushton, Lisa	Walsh, Richard; Rushton, Lisa; Knapp, Tom; Asay, Pat; Ruffato, Steve; Manion, Michael		RE: Information for forest service & BLM Applications
1594	ACP	E-mail	8/15/2002	Trbble, Kimberly (Kim)	Knapp, Tom	Irving, Euclid; Rushton, Lisa	Proposed form of license/permit notice
1595	ACP/AWP	E-mail and Attachment	8/13/2002	Rushton, Lisa	Knapp, Tom; O'Leary, Barry; Walsh, Richard; Asay, Pat; Ruffato, Steve; Shea, Rose		Revised Table
1596	ACP	E-mail	8/3/2002	Knapp, Tom	Asay, Pat; Walsh, Richard; Rushton, Lisa	Ralph, Pamela; Sanchez, Rosa	Re: Costs of permitting and licenses
1597	ACP	E-mail	10/1/2002	Kirst, E	Manion, Michael; Knapp, Tom; McCarrick, James		RE: Summary of Key Terms from Colstrip Leverage

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1598	ACP/AWP	E-mail and Attachment	10/28/2002	Staudinger, Gary	McCarrick, James	Knapp, Tom Irving, Euclid Sachs, Omri Voytek, Michael	RE: Draft Release Papers for NWE 1st Mortgage
1599	ACP	E-mail	10/29/2002	McCarrick, James	Knapp, Tom	McCarrick, James	RE: Colstrip Project Agreement RE: Northwestern/PCRB
1600	ACP	E-mail	10/28/2002	Sachs, Omri	Knapp, Tom	McCarrick, James	RE: Northwestern/PCRB
1601	ACP/AWP	E-mail and Attachment	10/21/2002	McCarrick, James	Knapp, Tom	Sachs, Omri	Partial Release from 1st Mortgage
1602	ACP	E-mail	10/18/2002	McCarrick, James	Voytek, Michael	Sachs, Omri Irving, Euclid Knapp, Tom	FW: PCFB 1983A and 1983B Loan Agreements
1603	ACP/AWP	E-mail and Attachment	10/17/2002	S.	Knapp, Tom McCarrick, James Sachs, Omri Conboy, Kevin Michael	Irving, Euclid Knapp, Tom Voytek, Michael	Draft forms
1604	ACP/AWP	E-mail and Attachment	10/8/2002	Hong, Jennifer L.	Knapp, Tom	Sachs, Omri McCarrick, James	FERC Securities Application Drafts
1605	ACP/AWP	E-mail and Attachment	10/9/2002	Hong, Jennifer L.	Whitesel, Kurt; Dietrich, Alan; Knapp, Tom; Marion, Michael; Monghan, David; Lopach, Dennis; Young, Michael	Patrizia, Charles; Gerrard, Nicole; Kline, Scott; Sachs, Omri; McCarrick, James; Voytek, Michael; Irving, Euclid Lopach, Dennis; Concoran, Patrick; Chase, Nedra	FERC Application for Assumption of MPC Debt Draft RE: FERC Application for Assumption of MPC Debt RE: FERC Application for Assumption of MPC Debt
1606	ACP	E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	RE: FERC Application for Assumption of MPC Debt
1607	ACP	E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	RE: NOR FERC Application
1608	ACP	E-mail	10/10/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	RE: Revised FERC Securities Application
1609	ACP	E-mail	10/22/2002	Irving, Euclid A.	Knapp, Tom	Knapp, Tom	RE: Revised FERC Securities Application
1610	ACP	E-mail	10/6/2002	Hong, Jennifer L.	Knapp, Tom	Knapp, Tom	RE: Revised FERC Securities Application
1611	ACP	E-mail	10/16/2002	Lopach, Dennis	Hong, Jennifer	Knapp, Tom Michael Chase, Nedra Corcoran, Patrick	Knapp, Tom Lopach, Dennis Marion, Dennis
1612	ACP/AWP	E-mail and Attachment	10/14/2002	Staudinger, Gary	Hong, Jennifer	Knapp, Tom Irving, Euclid Sachs, Omri Boherer, Corinne	Assumption of Liabilities Document
1613	ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Omri	Hanson, Mike Knapp, Tom McCarrick, James Michael Patricia	Hanson, Mike Knapp, Tom McCarrick, James Michael Patricia	Going Flat-Documents for Execution
1614	ACP/AWP	E-mail and Attachment	11/12/2002	Sachs, Omri	Jacobson, Eric	Hanson, Mike Knapp, Tom McCarrick, James Michael Patricia	Going Flat-Documents for Execution
1615	ACP	E-mail	11/13/2002	McCarrick, James	Knapp, Tom Irving, Euclid McCarrick, James Young, Michael; Jacobson, Eric; Irving, Euclid; Patricia; Charles; McCarrick, James; Balyeat, Douglas; Voytek, Michael	Going Flat-Documents for Execution	
1616	ACP/AWP	E-mail and Attachment	10/7/2002	Levin, Janice	Orme, Kipp	Knapp, Tom Irving, Euclid	RE: Pro forma for Northwestern Going Flat Transaction
							Montana Restructuring

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1617	ACPI/AWP	E-mail and Attachment	10/22/2002	Ruffato, Steve	Knapp, Tom; Voytek, Michael; Sachs, Omri; McCarrick, James		Transfer Agreement
1618	ACP	E-mail	10/21/2002	Ruffato, Steve	Knapp, Tom; Voytek, Michael		Back to Back Agreement
1619	ACP	E-mail	10/28/2002	Tribble, Kimberly (Kim) S.	Young, Michael	Irving, Euclid	Employee Secondment Agreement
1620	ACP/AWP	E-mail and Attachment	11/14/2002	Balyeat, Douglas	Ruffato, Steve, Knapp, Tom	Voytek, Michael	Going Flat Transaction
1621	ACP	E-mail	11/12/2002	Ruffato, Steve	Balyeat, Douglas; Showalter, Patricia; Knapp, Tom	Irving, Euclid	Employee Secondment Agreement
1622	ACP	E-mail	11/11/2002	Ruffato, Steve	Showalter, Patricia; Knapp, Tom	Voytek, Michael	Going Flat Transaction
1623	ACP/AWP	E-mail and Attachment	11/15/2002	Balyeat, Douglas	McCarrik, James; Voytek, Michael; Sachs, Omri; Balyeat, Douglas	Sachs, Omri	RE: Going Flat Transaction--Documents
1624	ACP	E-mail	11/18/2002	Balyeat, Douglas	Lopach, Dennis		Revised Transfer Agreement
1625	ACP	E-mail	11/25/2002	Showalter, Patricia	Knapp, Tom		Re: Going Flat work
FIRST SUPPLEMENT					Re: Stock Certificates		
1626	ACP	E-mail with attachment	1/5/2004	T. Knapp	V. Camereale (Avaya)	E. Jacobsen, M. Taylor, M. Censoplano	SEC subpoena
1627	ACP	Document	1/6/2004	Paul Hastings, Janofsky & Walker LLP	E. Jacobsen, T. Knapp		SEC subpoena re: Expanets
1628	ACP	Document	none	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NOR 440103-440107)
1629	ACP	Document	none	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NOR 440103-440107)
1630	ACP	E-mail	3/20/2003	Bill Janecke	Tom Watson		NCS Audit (including electronic correspondence with Tom Knapp, John VanCamp)
1631	ACP	Document		Bill Janecke	Tom Watson		NCS Audit; Draft letter responding to concerns about audit expressed by Tom Watson
1632	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NCS Audit)
1633	ACP	E-mail	4/4/2003	Whitesel, Kurt Orme, Kipp	VanCamp, John; Knapp, Tom		NCS Audit
1634	ACP	E-mail	4/3/2003	VanCamp, John	Orme, Kipp; Roof, Becki		NCS Audit
1635	ACP	E-mail	2/17/2003	E. Jacobsen	Whitesel, Kurt; Hanson, Mike (CEO); Orme, Kipp		NCS Audit issues
				Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NCS Audit)
1636	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NCS Audit)
1637	ACP	Document	4/11/2003	John VanCamp	Gary Drock; Tom Knapp; Maurice Gary Drock; Tom Knapp; Maurice	Worlsted; Bruce Smith	Relocation Claim by Internal Auditors
1638	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobsen	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NCS Audit)
1639	ACP	E-mail	3/20/2003	Tom Knapp	Bruce Smith	Drock, Gary; VanCamp, John	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation (NCS Audit)

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1640	ACP	E-mail	4/6/2003	B. Thielbar	Kiappa, Tom; VanCamp, John	Monaghan, David A; Hanson, Mike	NCS Audit
1641	ACP	Document	11/8/2002	NorthWestern; T. Knapp; M. Hanson; D. Monaghan; M. Young	T. Knapp		
1642	ACP	E-mail	3/14/2003	K. Smook	T. Knapp	VanCamp, John; Boher, Kelly	NonCom Audit Discussions - DRAFT
1643	ACP	Document	2/18/2003	Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobson	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1644	ACP	E-mail	3/27/2003	Sally Neal	T. Knapp	NCS Audit	
1645	ACP	E-mail	3/20/2003	Bill Janecke	T. Knapp	VanCamp, John; Hanson, Mike	NCS Audit
1646	ACP	Email	3/20/2003	Bill Janecke	T. Knapp	VanCamp, John; Hanson, Mike	NCS Audit
1647	ACP	E-mail	3/20/2003	T. Knapp	Bill Janecke	VanCamp, John; Hanson, Mike	NCS Audit
1648	ACP	E-mail	3/19/2003	Bill Janecke	T. Knapp	VanCamp, John	NCS Audit
1649	ACP	Email	3/17/2003	Karen Smook	John VanCamp; T. Knapp		03-02 NonCom Audit
1650	ACP	Document		Tom Knapp and John VanCamp	Gary Drock and Mike Hanson	Bruce I. Smith and Eric Jacobson	Investigation of comments made by Internal Auditors Janecke and Ming during their performance evaluation
1651	ACP	Document	4/11/2003	John VanCamp	Mike Hanson; Kipp Orme	Worsfold; Bruce Smith	Retaliation Claim by Internal Auditors
1652	ACP	Document	11/8/2002	NorthWestern; T. Knapp; M. Hanson; D. Monaghan; M. Young			Due Diligence Session to be arranged for next week with the CEO and CFO of the Company (the "Due Diligence Session") with respect to the quarterly report on Form 10-Q for the quarter ended September 30, 2002 (the "Current Report").
1653	ACP	E-mail	3/26/2003	T. Atkinson	K. Kiewer; J. Charters; C. Younger; R. Fresia; M. Snella; L. Clark	E. Jacobsen; K. Orme; K. Whitesel	Impairment of Expanets (including forwarded message from Expanets Disclosure Sub Committee)
1654	ACP	Document	1/22/2001	NOR Board of Directors	M. Hanson; E. Jacobsen		Update on Montana Power Co. Transaction
1655	ACP	Document	7/26/2002	Paul Hastings, Janioty & Walker LLP			Resolution of BOD re: transfer of N.W. assets into NOR
1656	ACP	Document	8/14/2002	T. Pollock; M. Zuppone	Deloitte & Touche USA LLP		Analysis of Class B common stock of Blue Dots, Expanets
1657	ACP	Document	5/2/2002	Paul Hastings, Janioty & Walker LLP	E. Jacobsen		Documentation supporting Item 1 in NOR's 2001 10-K
1658	ACP	E-mail	3/15/2003	K. Orme	Whitesel; Kurt; Jacobsen; Eric; Roof; Becky	K. Kiewer	Expanets financial model
1659	ACP	E-mail	3/26/2003	T. Atkinson	Kiewer, Kendall; Atkinson, Tim; Charters, John; Younger, Chris; Fresia, Rick; Snella, Marly; Clark, Lorrie	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt	Expanets impairment analysis
1660	ACP	Document	4/10/2003	R. Fresia	E. Jacobsen		Edits to description of Expanets financial condition
1661	ACP	Document	12/16/2002	Jean Hamm	Jim Bertrand (Leonard Street and Delinard)		Impact of Credit Downgrade on NOR's Obligations Under EEL Agreement with PPL Montana
1662	ACP	Document	11/7/2003	D. Newell; R. Kennedy	G. Drock; B. Austin	Worsfold; K. Kiewer	Q3 Reportable Events Highlighting Internal Control Weaknesses at Blue Dots

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1663	ACP/AWP	Document	11/16/2003	Jess Austin (Paul, Hastings, Janofsky & Walker LLP)	Gary Drok; Larry Ness; Larry Ramaekers; Jerry Johnson	Mike Hanson; Bill Austin; E. Jacobsen; Karol Denniston; Tom Pollock; David Kurtz; Andrew Yearley	Development of NOR reorganization plan
1664	ACP/AWP	Document	8/21/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corp.	Kipp Orme, Eric Jacobson, Kurt Whitesel, Mike Nieman	Chapter 11 Process and Issues
1665	ACP/AWP	Document	4/8/2002	Joy Lynn Buss	Debt & Touche USA LLP	Anderson Issues Matrix (created by Arthur Andersen LLP for NorthWestern)	Financial Issues at NorthWestern Relevant to D&T's review
1666	ACP	Document	4/9/2003	T. Pollock	Debt & Touche USA LLP		Testimony of R. Fresia re: Hyland
1667	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP	Special Committee		Testimony of various officers of NOR and subsidiaries re: Hyland
1668	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Investigation of Richard Hyland's performance and conduct in connection with mis-management of NorthWestern and its subsidiaries (NOR 374829-375533; NOR 413446-413506; NOR 414057-414114)
1669	ACP/AWP	Document	4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors		Testimony of John Charters re: Hyland
1670	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Draft: Expanets Expert Chronology
1671	ACP/AWP	Document	6/9/2003	Marty Strela	Paul, Hastings, Janofsky & Walker LLP		Chronology of NorthWestern Internal Communications
1672	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Chronology of NorthWestern External Communications
1673	ACP/AWP	Document		Paul, Hastings, Janofsky & Walker LLP			Summary of Ft. Friesia's Employment Agreement and events during his tenure
1674	ACP	Document	4/30/2003	Paul, Hastings, Janofsky & Walker LLP			Accounting issues at Expanets (including impairment of goodwill) (clean and blacklined versions)
1675	ACP/AWP	Document	1/1/2/2002	Expanets Disclosure Sub-Committee	Disclosure Committee		Expanets Sub-Committee, 2d Report 3d Q 2002
1676	ACP	Document	1/1/3/2002	Expanets Disclosure Subcommittee	Disclosure Committee		Investigation of Richard Hyland's performance and conduct in connection with mis-management of NorthWestern and its subsidiaries
1677	ACP	Document	4/25/2003	Special Committee of the Board of Directors and PHJW as special counsel	NorthWestern Board of Directors		Declaration of Merle Lewis to PHJW pursuant to Hyland investigation
1678	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Richard Hyland to PHJW
1679	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Richard Hyland to PHJW

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1680	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Kipp Orme to PHJW
1681	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Kurt Whitesel to PHJW
1682	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Michael Neiman to PHJW
1683	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of John Charters to PHJW
1684	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Richard Fresia to PHJW
1685	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Timothy Atkinson to PHJW
1686	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Lorraine Clark to PHJW
1687	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Martin Soella to PHJW
1688	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Robert Kennedy to PHJW
1689	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Mark Toney to PHJW
1690	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Steve Polacek to PHJW
1691	ACP/AWP	Document	April 2003	Paul, Hastings, Janofsky & Walker LLP			Declaration of Clifford Hoffman to PHJW
1692	ACP/AWP	E-mail	4/10/2003	Paul, Hastings, Janofsky & Walker LLP	Gary Drock		E-mail messages received from R. Hylland
1693	ACP/AWP	Document	3/10/2003	Paul, Hastings, Janofsky & Walker LLP			Chronology of NOR public statements re: Significant Forecasts and Operating Trends for the Period Beginning December 2001 March 10, 2003
1694	ACP/AWP	Document	3/17/2003	Paul, Hastings, Janofsky & Walker LLP			Summary of Management Financial and Information Reports of Northwestern Corporation
1695	ACP/AWP	Document	3/20/2003	Paul, Hastings, Janofsky & Walker LLP			Summary of Materials Provided to Board of Directors of Northwestern Corporation
1696	ACP	Document	2/29/2003	Alan Dietrich	E. Jacobsen		Resolutions of NOR BOD re: diversified investments

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1697	ACP	Document	3/24/2003	Expanets Disclosure Sub-Committee	Disclosure Committee		2002 financial statements / restatements
1698	ACP	E-mail	11/19/2002	Kipp Orme	Bruce Smith, Gary Drock, Hylland, Richard, Jerry Johnson, Larry Ness, Lewis, Merle, Marilyn Seymann, Randy Darcy, K. Whitesel, K. Orme, E. Jacobsen	E. Jacobsen, K. Smook, Candy Boub, Diane Dutcher, Irene Feilner, Peg Richter, Suzette Burton, Fortash, Barbara, Dewey, Irene, Whitesel, Kurt	Documents re: NOR disclosure procedures and legal disclosure requirements
1699	ACP	E-mail	11/12/2002	T. Atkinson	T. Pollock, W. Schwitter		Expanets Sub-Committee, 2d Report 3d Q 2002
1700	ACP	E-mail	11/12/2002	E. Jacobsen			Disclosure obligations
1701	ACP	Document	12/4/2002	K. Orme	K. Whitesel, M. Neiman		E. Jacobsen memo to BOD re: CSFB First Mortgage Bond financing project, Deloitte & Touche USA LLP examination at Expanets, likely timing of BOD meetings and public disclosures
1702	ACP	Document	12/9/2002	K. Orme	Jerry Johnson, Larry Ness	Richter, Peg Hylland, Richard, Jacobsen, Eric, Lewis, Marie, Fresia, Rick, Charters, John, Whitesel, Kurt, Bruce L. Smith, Polacek, Steven L., Hoffman, Cliff, Arends, Craig, Pollock, Thomas R., Smook, Karen, Forinash, Barbara, Dewey, Irene	Memo re: Issues with Expanets' accounting and "range of exposure" (prepared by Expanets, D&T and NOR)
1703	ACP	E-mail	12/9/2002	T. Atkinson	K. Kiewer		Re: legal opinion of E. Jacobsen and A. Dietrich re: potential damages exposure in Schleicher arbitration
1704	ACP/AWP	Document	5/23/2003	J. Dickey (Gibson Dunn & Crutcher LLP)	NorthWestern Corp.	K. Whitesel, R. Fresia, L. Clark	Interview with R. Hylland
1705	ACP/AWP	Document	5/3/2003	J. Dickey (Gibson Dunn & Crutcher LLP)	File		Summary Of Interviews with the following individuals: Dan Newell (NOR Senior VP), Kipp Orme (NOR CFO), Kurt Whitesel (NOR VP/Controller), Mike Neiman (NOR Director of FP&A), Eric Jacobsen (NOR General Counsel), Marty Barrack (Expanets VP Legal Affairs), Mike Valentine (Expanets Sr. VP Info. Tech.), John Charters (Expanets CEO), Lorrie Clark (Expanets Controller), Reggie Vigilante, Marty Snella (Expanets CIO/CIO), Tim Atkinson (Expanets VP/General Counsel), Chris Younger (Expanets President), Jim Walker (former Expanets CEO), Rick Fresia (Expanets CFO), Kristine Donovan (former Expanets Controller), Kendall Kiewer, Alan Dietrich, Tom Knapp (NOR attorney), Becky Roof (Aik Partners), Cliff Hoffman (Deloitte & Touche USA LLP), Steve Polacek (Deloitte & Touche USA LLP), Jack Restking (Paul, Hastings, Janofsky & Walker, LLP), and Tom Pollock (Paul, Hastings, Janofsky & Walker LLP).
1706	ACP/AWP	Document	4/6/2003	Gibson Dunn & Crutcher LLP			Partial Summary of Events at Expanets Related to Restatement at NorthWestern
1707	ACP	Document	Dec 2003	Jack Redding	Gary Drock		Committee of BOD re: ongoing suits

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1708	ACP	E-mail	1/29/2003	E. Jacobsen	Gary Drok		Issues to be discussed at Blue Dots BOD meeting
1709	ACP	E-mail	1/21/2003	E. Jacobsen	Gary Drok	Mark Tonry, Cary Thompson, Thomas Pollock	Financial issues at AVAYA and Expanets
1710	ACP	Document	Oct 2004	Paul Hastings, Janofsky & Walker LLP			Sarbanes-Oxley
1711	ACP	Document					Draft Riders 31A, 39A to financial statements
1712	ACP	Document	5/7/2003	Disclosure Committee	Expanets Disclosure Subcommittee		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1713	ACP	Document	2/8/2002	Paul Hastings, Janofsky & Walker LLP			Draft letter re: NOR and N.W.E. filings from 2001, 2002
1714	ACP	Document	Sept 2002	Paul Hastings, Janofsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1715	ACP	Document	8/30/2002	Paul Hastings, Janofsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1716	ACP	Document	8/14/2002	T. Pollock, M. Zuppone	Deloitte & Touche USA LLP	NorthWestern Corp.	Class B common stock of Blue Dots and Expanets
1717	ACP	Document	June 2002	Paul Hastings, Janofsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1718	ACP	Document	June 2002	Paul Hastings, Janofsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1719	ACP	Document	June 2002	Paul Hastings, Janofsky & Walker LLP	SEC		Draft letter re: S-4 and 2001 10-K filed by NorthWestern
1720	ACP	Document	7/12/2002	Paul Hastings, Janofsky & Walker LLP	SEC		Draft letter re: NOR and N.W.E. filings from 2001, 2002
1721	ACP	Document	4/19/2002	Scott Saks, Jon Tyras	E. Jacobsen	Alan Dietrich, Thomas Pollock, Charles Patrizia, Kevin Corboy	NOR's potential to issue debt under FERC agreement
1722	ACP	Document	8/7/2002	Thomas Pollock			Memo re: possible detailed response to a question that may come up during the quarterly earnings call regarding whether NorthWestern is the subject of a SEC inquiry or investigation
1723	ACP	Document	none				Lead-In to 10-K re: year end adjustments requiring quarterly restatements
1724	ACP	Document	none				Insert to PHJW audit letter response detailing current and potential litigation
1725	ACP	Document	4/9/2003	Paul Hastings, Janofsky & Walker LLP	Deloitte & Touche USA LLP		Information furnished to D&T as auditors at request of NorthWestern
1726	ACP	Document	none	Blue Dot Sarbanes-Oxley Subcommittee	Expanets Disclosure Subcommittee		Memo re: Selected Risks, Trends, Uncertainties in Blue Dot's Business
1727	ACP	Document	3/24/2003	Subcommittee	Expanets Disclosure Subcommittee		Discussion of Blue Dots' Accrual Restatement by Members of Expanets' Disclosure Sub-Committee
1728	ACP	Document	3/24/2003	Disclosure Committee	Expanets Disclosure Subcommittee		Issues relative to 2002 10-K and quarterly restatements

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1729	ACP	Email	12/4/2002	Lewis, Merle	Jacobsen, Eric		12-4-02 NOR BOD Meeting Postponed (NOR 072813-14; NOR 063216-17; NOR 067845-86; NOR 072813-14; NOR 072815-16; NOR 073773-74; NOR 077858-59; NOR 081375-76; NOR 088910-11; NOR 092308-09; NOR 119158-59; NOR 124688-87)
1730	ACP	Email	9/6/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp	Orme, Kipp	NorthWestern Form S-4 (NOR 076260-61; NOR 087633-34)
1731	ACP	Email	12/8/2002	McCarrick, James	Polacek, Steve		Northwestern (NOR 117952-953)
1732	ACP	Email	12/20/2002	Orme, Kipp	Jacobsen, Eric		Giving Flat (NOR 160675-76)
1733	ACP	Packet	12/16/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		NOR reorganization plan (NOR 366792-809)
1734	ACP	Packet	8/25/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		Presentation re: NOR Reorganization (NOR 367014-04)
1735	ACP	Memo	8/19/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		NOR reorganization plan (NOR 367140-151; NOR 368363-70)
1736	ACP/AWP	Presentation	8/20/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		NOR Chapter 11 Processes (NOR 368234-261)
1737	ACP	Packet	8/15/2003	Paul, Hastings, Janofsky & Walker LLP	Jacobsen, Eric		NorthWestern Corp. Litigation Status Update
1738	ACP	Email	5/6/2002	Orme, Kipp	Jacobsen, Eric		Securities Class Action Litigation (NOR 368020-037)
1739	ACP	Email	11/6/2002	Jacobsen, Eric	Schmitter, Bill; Pollack, Thomas		SEC (NOR 405040-03)
1740	ACP/AWP	Email	2/4/2003	Atkinson, Tim	Krapp, Tom		Results (NOR 405028-930)
1741	ACP/AWP	Email	2/21/2003	Michael Devoe	Dierrich, Alan		Schlaicher Witnesses (NOR 406074-075)
				Special Committee of the Board of Directors and PRJW as special counsel	Newell, Daniel		Document Retention (NOR 406175-180)
1742	ACP/AWP	Report	7/18/2003	NorthWestern Board of Directors			Performance Evaluation for John Charters (NOR 406416-55)
1743	ACP	Email	12/14/2001	Nieman, Michael L.	Dierrich, Alan; Mongaghan, David A		FERC Filing (NOR 458032-035)
1744	ACP	Email	12/14/2002	Orme, Kipp	Schrum, Roger; Jacobsen, Eric		Revised Re-Audit Release (NOR 469466)
1745	ACP	Email	12/5/2002	Orme, Kipp	Bruce L. Smith; Hyland, Richard		Board Meeting Material (NOR 479145-146)
1746	ACP/AWP	Email	12/11/2002	Jacobsen, Eric	Smith, Bruce; Johnson, Jerry		Audit Comm. Review of Exponents Issues (NOR 481065-066)
SECOND SUPPLEMENT							
1747	ACP	Memorandum	7/31/2002	Jacobsen, Eric	NorthWestern Board of Directors		NW Energy, LLC Quips Guaranty (NOR 463654)
1748	ACP	Email	12/5/2002	Jacobsen, Eric	Orme, Kipp		Board Update Memo (NOR 067847-067849)
1749	ACP	Memorandum	8/20/2003	Knapp, Thomas	NorthWestern Board of Directors		Code of Conduct, Ethics and Complaint Procedure (NOR 367071)
1750	ACP	Memorandum	8/20/2003	Jacobsen, Eric; Van Camp, John	NorthWestern Employees		Code of Business Conduct and Ethics, Code of Ethics for the CEO and Senior Financial Officers, Complaint Procedures for the Audit Committee of the Board (NOR 367072-367073)

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1751	ACP	Memorandum	8/21/2003	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Board of Directors		Proposed resolutions regarding Expanet and Blue Dot intercompany debt (NOR 367124-367130)
1752	ACP	Memorandum	7/10/2003	Austin, Jess	Jacobsen, Eric; Austin, Bill	Pollock, Thomas	Duties of Directors in an Insolvent Corporation or a Corporation in the 'Zone of Insolvency' (NOR 368038-368101)
1753	ACP	Memorandum	10/16/2002	NorthWestern Law Group	Directors & Officers of NorthWestern Corporation		Securities Transactions (NOR 317980-317984)
1754	ACP	Presentation	none	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corporation		Impacts on NorthWestern of New and Upcoming Corporate Governance Requirements and Disclosure Requirements (NOR 322700-352711 and NOR 317953-317970)
1755	ACP	Memorandum	10/24/2002	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corporation		November 2002 Board of Directors Meeting - Corporate Governance Matters (NOR 352712-352713)
1756	ACP	Memorandum	10/24/2002	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corporation		Timeline to Comply with Sarbanes-Oxley Act of 2002 and New NYSE Listing Standards (NOR 352714-352722)
1757	ACP	Email	6/2/2002	Pollock, Thomas	Jacobsen, Eric		Management Purchase of Stock (NOR 365676-365677)
1758	ACP/AWP	Memorandum	1/29/2003	Krafft, Thomas	Board of Directors		Litigation Update (NOR 367925-367929)
1759	ACP	Email	2/14/2003	Atkinson, Timothy	Reding, Jack; Morrow, Donald (Paul Hastings attorney); Kliwewer, Kendall; Whitsel, Kurt; Clark, Lonnie; Fresia, Rick		Autorenewal of maintenance contracts (NOR 405298-405308)
1760	ACP/AWP	Email	12/29/2002	Atkinson, Timothy	Dietrich, Alan		Schlesinger arbitration (NOR 405352-405353)
1761	ACP	Email	3/20/2002	Kline, Scott	Young, Michael; Pollock, Thomas; Davis, Eric		Disclosure of CSFB credit facility in NOR 10-K (NOR 405683-405684)
1762	ACP/AWP	Email	5/9/2002	Atkinson, Timothy	Walker, Jim; Younger, Chris; Holt, Larry; DeNigris, Erne; Taylor, Michael; Jacobsen, Eric		Supplemental Arbitration Demand (NOR 405703)
1763	ACP	Email	5/24/2002	Dietrich, Alan	Neman, Michael		NorthWestern Corporation Yahoo Excerpts (NOR 405713-405718)
1764	ACP	Email	7/30/2002	Reiley, Matt	Fresia, Rick		DCM Software solutions (NOR 405789-405791)
1765	ACP	Email	9/9/2002	Younger, Chris	Holtgrefe, Bob; Donovan, Kristine; Moller, Chad; Dougherty, Dan; White, Tom; Sangenberger, James; Johnson, Veti; Stella, Marty; Atkinson, Tim; Fresia, Rick		Revised 2003 Maintenance Plan for Expanets (NOR 405850-405851)
1766	ACP	Email	9/14/2002	Orme, Kipp	Nieman, Michael		Expanets Proposal (NOR 405857-405859)
1767	ACP	Email	11/12/2002	Charters, John	Sengenberger, James; Stella, Marty; Younger, Chris; Fresia, Rick; Atkinson, Timothy; Johnson, Veti; Barrack, Marty		Expired Expanets contracts (NOR 405920-405923)
1768	ACP	Email	2/10/2003	Wu, Jerry (Paul Hastings Attorney)	Atkinson, Timothy; Knapp, Thomas; Curtis, Susan; Brown, Barbara; Wislakowski, Thomas		Expanets insurance and possible tax penalties (NOR 406005-406066)
1769	ACP	Email	2/17/2003	Atkinson, Timothy	Reding, Jack; Morrow, Donald (Paul Hastings attorney)		Autorenewal of maintenance contracts (NOR 406097-406099)
1770	ACP	Memorandum	none	Atkinson, Timothy	Donovan, C; Fresia, R.; Younger, C.		Memorandum re: retroactive auto-renewal of maintenance accounts (NOR 406103-406104)
1771	ACP	Email	3/30/2003	Charters, John	Younger, Chris	Jacobsen, Eric; Orme, Kipp; Whitsel, Kurt; Roof, Becky	Memorandum for Expanets Disclosure Subcommittee (NOR 406165-406169)
1772	ACP	Email	3/28/2003	Jacobsen, Eric	Gary		Memorandum for Expanets Disclosure Subcommittee (NOR 406170-406174)

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
1773	ACP	Memorandum	none	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corporation	Paul, Hastings, Janofsky & Walker LLP	NorthWestern Corporation, Nextel, Inc., and Blue Dot Services, Inc.: Indemnification Obligations under Various Employment-Related Agreements (NCR 406759 406797)